



May 16, 2017

Renee B. Weiss  
hhgregg, Inc. Official Committee of Unsecured Creditors  
c/o DDR Corp.  
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New York, NY  
Reston, VA  
Washington, DC  
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Shanghai, P. R. China  
London, United Kingdom

**Invoice Number: 1756188**  
CL 01 60726

**330759-201**  
**HHgregg Committee**

*For services rendered through April 30, 2017*

Fees .....	\$	846,501.00
Chargeable costs and disbursements .....	\$	4,502.26
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>851,003.26</b>



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For services rendered through April 30, 2017 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET ANALYSIS AND RECOVERY</b>				
03/13/17	Seth Van Aalten	Correspond with M. Schlan, C. Herschopf and M. Boyd re: consignment issues	1.30	1,150.50
03/14/17	Seth Van Aalten	Review Province preliminary recovery analysis	0.70	619.50
03/16/17	Seth Van Aalten	Correspond with M. Schlan re: Electrolux consignment issues	0.30	265.50
03/21/17	Robert B. Winning	Revise bid procedures objection	0.60	501.00
03/30/17	Lauren A. Reichardt	Research regarding creditor rights in consignment over consignor	4.60	2,737.00
03/31/17	Melissa H. Boyd	Review Province deck re: store sales, admin. solvency, liquidation scenario	0.60	441.00
03/31/17	Lauren A. Reichardt	Research regarding consignor/creditor relationship and priority of security interest	1.20	714.00
04/03/17	Lauren A. Reichardt	Continue research regarding consignment relationships	5.90	3,510.50
04/04/17	Melissa H. Boyd	Review 9019 motion re: mechanics' lien settlement (.2); email re: (.1); review Province analysis re: admin. solvency (.1); emails re: (.1)	0.50	367.50
04/17/17	Max D. Schlan	Correspond with Kalnit and Boyd re lien review.	0.40	294.00
04/18/17	Max D. Schlan	Correspond with Boyd re lien review.	0.30	220.50
04/19/17	Max D. Schlan	Correspond with Boyd re lien review.	0.20	147.00
04/20/17	Melissa H. Boyd	Review D&O policy	0.20	147.00
04/20/17	Max D. Schlan	Correspond with Boyd re lien review.	0.40	294.00
04/27/17	Richelle Kalnit	Review proposal from preference recovery firms and draft email re same	1.00	800.00
04/27/17	Richelle Kalnit	Review data retention plan	0.20	160.00
04/27/17	Melissa H. Boyd	Review Debtors' primary and excess D&O policies (1.4); analyze and summarize same (1.5); emails re: vendor credits status (.2)	3.10	2,278.50
04/28/17	Richelle Kalnit	Review data retention plan comments	0.30	240.00



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04/28/17	Jay R. Indyke	Review competing settlement proposals with GA and waterfall analysis on same	0.20	236.00
04/28/17	Melissa H. Boyd	Review D&O policies re: excess coverage (.4) and emails to/from R. Kalnit re: (.2)	0.60	441.00

**Task Total:** 22.60 15,564.50

**ASSET DISPOSITION**

03/12/17	Jay R. Indyke	Review Debtor's motion for bid procedures and sale hearing	0.40	472.00
03/12/17	Seth Van Aalten	Reviewed R. Kalnit committee e-mail re: bid procedures	0.20	177.00
03/12/17	Seth Van Aalten	Reviewed Bid Procedures motion and related pleadings for preparation of potential objection	1.60	1,416.00
03/12/17	Richelle Kalnit	Review summary of case status (.2); draft summary of sale motion (.5)	0.70	560.00
03/12/17	Cathy Rae Hershcopf	Review summary of sale motion (.3) and email re same (.1)	0.40	422.00
03/12/17	Cathy Rae Hershcopf	Confer with Dale re Zimmerman	0.40	422.00
03/13/17	Jay R. Indyke	Review Debtor's motion to schedule bid procedures hearing on expedited notice	0.10	118.00
03/13/17	Seth Van Aalten	Correspond with Province re: operations and sale process	0.70	619.50
03/13/17	Seth Van Aalten	Reviewed CIM prepared by Stifel	0.60	531.00
03/13/17	Seth Van Aalten	Reviewed Stalking Horse term sheet	0.70	619.50
03/13/17	Richelle Kalnit	Review data room documents (1.2); mark up bid procedures and related order (1.1)	2.30	1,840.00
03/13/17	Melissa H. Boyd	Review store closing sales motion and proposed consulting agreement re: potential objection thereto (.6); email highlighting potential issues (.3)	0.90	661.50
03/13/17	Cathy Rae Hershcopf	Confer with BRG and Hilco re bad GOB sales	0.60	633.00
03/14/17	Jay R. Indyke	Review Kalnit update to Committee on sale notice	0.10	118.00



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03/14/17	Seth Van Aalten	Sale process update call with Debtors' professionals	1.20	1,062.00
03/14/17	Seth Van Aalten	Call with Province to discuss sale process and recovery scenarios	0.40	354.00
03/14/17	Seth Van Aalten	Reviewed Stifel sale process update deck	0.40	354.00
03/14/17	Melissa H. Boyd	Emails re: bid procedures/sale motion and objections thereto (.2); emails re: landlord objections to bid procedures and scheduling call re: (.2)	0.40	294.00
03/14/17	Robert B. Winning	Review Province report on Debtors' sale value	0.90	751.50
03/15/17	Melissa H. Boyd	Email re: analysis of consulting agreement (.1); review agreement re: potential objection (.2)	0.30	220.50
03/15/17	Robert B. Winning	Review liquidation analysis and CZM	1.80	1,503.00
03/15/17	Robert B. Winning	Analysis of bid procedures and legal research re: same	2.10	1,753.50
03/15/17	Robert B. Winning	Review material re: sale status	0.80	668.00
03/16/17	Richelle Kalnit	Calls with Boyd re bid procedures (.3); review emails re CV issues (.2)	0.50	400.00
03/16/17	Melissa H. Boyd	Review bid procedures motion and proposed order (1.4); emails and calls re: assumption procedures and adequate assurance (.6)	2.00	1,470.00
03/16/17	Robert B. Winning	Continued mark-up of bid procedures (1.8); research re: potential objection thereto (1.1); meeting with Hershcopf re: same (.6); calls with Debtor's counsel re: same (.8)	4.30	3,590.50
03/17/17	Jay R. Indyke	Review Stifel sales process update	0.40	472.00
03/17/17	Robert B. Winning	Prepare for and participate in call with landlord and banks re: sale time line and follow-up correspondence	1.70	1,419.50
03/17/17	Cathy Rae Hershcopf	Email to BRG re understanding poor results of Phase 1 GOB	0.30	316.50
03/17/17	Cathy Rae Hershcopf	Reach out to Dale re Zimmerman as purchaser	0.30	316.50
03/19/17	Cathy Rae Hershcopf	Confer with Debtors and lenders re expedited Phase 2 GOB	0.40	422.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/20/17	Melissa H. Boyd	Emails re: proposed changes to auction/bid deadlines and related DIP milestones	0.40	294.00
03/20/17	Robert B. Winning	Analysis of revised bid procedures and related correspondence/calls with K. Lindsay and meeting with C. Hershcopf	2.20	1,837.00
03/21/17	Richelle Kalnit	Conferences with Winning re bid procedures issues and arguments	0.50	400.00
03/21/17	Melissa H. Boyd	Emails re: bid procedures/milestones objections and negotiations re:	0.20	147.00
03/21/17	Robert B. Winning	Draft objection to bid procedures and related research and analysis	3.80	3,173.00
03/21/17	Robert B. Winning	Calls with Debtors' and lenders' counsel re: bid procedures	1.30	1,085.50
03/21/17	Cathy Rae Hershcopf	Call with landlords re bid procedures ; confer with Lenders	0.90	949.50
03/21/17	Cathy Rae Hershcopf	Review Carnes email re GOB consulting agreement with GA/Tiger	0.40	422.00
03/21/17	Cathy Rae Hershcopf	Confer with Ice and Lenders re adjourning bid procedures hearing while budget is formalized	0.80	844.00
03/21/17	Cathy Rae Hershcopf	Finalize bid procedures objection (.9) and share with Committee (.1) and confer with members re same .3)	1.30	1,371.50
03/21/17	Cathy Rae Hershcopf	All hands call with landlords and Debtors re bid procedures, pro ration, etc.	0.90	949.50
03/22/17	Sarah A. Carnes	Review consulting agreement, agency agreement, and Malfitano proposal for GOB sales.	2.90	1,725.50
03/22/17	Melissa H. Boyd	Emails re: bid procedures revised objection deadline and hearing date (.2); review limited objection to bid procedures (.3) and revised procedures filed by Debtors (.3); emails re: (.2); review US Trustee objection to bid procedures (.1) and email summarizing same (.1); review landlords' objections to bid procedures (.3); emails re: (.1); review pleadings re: continuing hearing (.1) and proposed agenda (.1)	1.80	1,323.00



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03/22/17	Robert B. Winning	Calls with Committee members re: Bid procedures	0.40	334.00
03/22/17	Robert B. Winning	Review revised bid procedures order and related correspondence	0.80	668.00
03/22/17	Robert B. Winning	Review further sale and bid procedures objections	0.40	334.00
03/22/17	Cathy Rae Hershcopf	Calls and emails with debtors (.6) and LLs (.7) re bid procedures; confer with S. Carnes re fee/consulting agreement with Tiger (.4)	1.70	1,793.50
03/23/17	Sarah A. Carnes	Prepare issues list with respect to agency agreement and consulting agreement.	1.10	654.50
03/24/17	Richelle Kalnit	Call with landlord counsel re bid procedures issues	0.20	160.00
03/27/17	Cathy Rae Hershcopf	Field calls from creditors re sale process (.7) and emails re same (.4)	1.10	1,160.50
03/27/17	Melissa H. Boyd	Review objections to Debtors' amended bid procedures	0.40	294.00
03/28/17	Cathy Rae Hershcopf	Review GOB bids submitted by liquidators on a fee basis (.9) and confer with Debtors (.6) re same	1.50	1,582.50
03/28/17	Melissa H. Boyd	Emails re: bids received	0.20	147.00
03/29/17	Cathy Rae Hershcopf	Sales update to Committee	1.30	1,371.50
03/29/17	Cathy Rae Hershcopf	Pull plug on Synchrony stipulation since they refuse to allow credit card to be used in GOB	0.40	422.00
03/29/17	Cathy Rae Hershcopf	Emails re best way to market IP assets	0.40	422.00
03/29/17	Melissa H. Boyd	Email re: bids received	0.20	147.00
03/30/17	Cathy Rae Hershcopf	Calls and emails with landlords confused about expedited Phase 2 GOBs versus bid procedures just approved on March 28	0.90	949.50
03/30/17	Cathy Rae Hershcopf	Review pleadings on Phase 2 GOBs (.7) and confer internally and with Maltifano re same (.4); emails re Zimmerman (.3)	1.40	1,477.00
03/30/17	Cathy Rae Hershcopf	Review and respond to multiple drafts of Phase 2 GOB pleadings and comments from various parties	1.70	1,793.50
03/30/17	Cathy Rae Hershcopf	Confer with Lenders re S/MB contacts with going concern bidders	0.30	316.50



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03/30/17	Cathy Rae Herscopf	Numerous emails and draft settlements with Vantiv re MC/Visa processing	0.90	949.50
03/30/17	Cathy Rae Herscopf	Review and respond to emails from landlords (.4) and Debtors (.3) re bid procedures	0.70	738.50
03/30/17	Richelle Kalnit	Review phase 2 GOB motion and declaration	0.90	720.00
03/30/17	Sarah A. Carnes	Review multiple iterations of motion to conduct store closing sales and Malfitano declaration (1.2); provide comments thereto (.3); review consulting agreement re: wholesale provision (.3).	1.80	1,071.00
03/30/17	Melissa H. Boyd	Review bid procedures order (.4) and emails re: (.4); draft memo with critical dates re: sale process (.3)	1.10	808.50
03/30/17	Robert B. Winning	Analysis of wholesale inventory sale potential	0.70	584.50
03/31/17	Cathy Rae Herscopf	Confer with Hilco Streambank (.3), Debtors (.2) and Lenders (.1) re sale of IP; confer with Herman on sale of leases (.3 and follow up with Apter re same (.2)	1.10	1,160.50
03/31/17	Cathy Rae Herscopf	Calls and emails re kick starting GOB, augment, etc	0.80	844.00
03/31/17	Cathy Rae Herscopf	Confer internally re Phase 2 GOB (.3) and email to Committee re same (.3)	0.60	633.00
03/31/17	Cathy Rae Herscopf	Emails re augment generally and cables specifically	0.30	316.50
03/31/17	Richelle Kalnit	Review of dates memo re sale process and case	0.20	160.00
03/31/17	Sarah A. Carnes	Review initial GOB sale motion, order and consulting agreement (.5); draft email to Committee regarding same (.7); review emails regarding gift card treatment in consulting agreement (.2).	1.40	833.00
03/31/17	Melissa H. Boyd	Emails re: GOB sales motion (.2); call re: critical sale dates memo for Committee (.2); emails re: Monster product sold in GOB's (.1); review bid procedures order and draft/edit critical sale dates memo re: (.7); emails re: (.2)	1.40	1,029.00



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03/31/17	Melissa H. Boyd	Email to Committee re: critical sale dates and cure notice (.3); emails re: finalizing critical dates memo (.1); review order re: Phase II GOB sales (.2)	0.60	441.00
04/02/17	Jay R. Indyke	Review Kalnit email to Committee on Phase 1 and Phase 2 liquidation sales	0.10	118.00
04/03/17	Melissa H. Boyd	Email to Committee re: bid procedures, critical dates and cure notices (.4); call and emails re: (.2); review order and notice re: (.2)	0.80	588.00
04/04/17	Richelle Kalnit	Draft statement re Phase 2 GOB Motion	0.90	720.00
04/04/17	Melissa H. Boyd	Review Monster objection to phase II GOB sales	0.20	147.00
04/04/17	Cathy Rae Hershcopf	Confer with Malfitano (.4) and Duffy (.7) re distinguishing and learning from Phase 1 GOB to improve Phase 2	1.10	1,160.50
04/05/17	Richelle Kalnit	Draft statement re GOB motion (1.4); email Committee re same (.2)	1.60	1,280.00
04/05/17	Melissa H. Boyd	Review continuation motions re: GOB sales (.1); review objection to phase II GOB motion (.2); email re: (.1); review UST objection to phase II GOB sales (.2) and Committee statement re: (.2) and Electrolux objection thereto, incl. supporting brief and declaration (.5); email re: (.1) ; review landlord objections to phase II sales (.3); emails re: (.2)	1.90	1,396.50
04/05/17	Max D. Schlan	Review Electrolux sale objection (1.1); correspond with Hershcopf re same (.2); research re same (.6).	1.90	1,396.50
04/05/17	Cathy Rae Hershcopf	Review landlord's objections to Phase 2 GOB (1.1) and follow up with MLB (.4) and consultant's counsel, Maura Russel (.6) re resolving objections	2.10	2,215.50
04/06/17	Melissa H. Boyd	Review Whirlpool sale objection (.2); review memo re: Electrolux phase II sales objection (.2); emails re: potential bid (.1)	0.50	367.50
04/06/17	Max D. Schlan	Prepare memo re Electrolux sale objection (1.6); correspond with Hershcopf re same (.2).	1.80	1,323.00





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04/07/17	Jay R. Indyke	Review Committee statement re: store closing sales	0.10	118.00
04/07/17	Melissa H. Boyd	Emails re: no going concern bid and negotiations with lenders/debtors (.2); review Court order approval phase II GOB sales (.3); emails re: (.1); review notice canceling going concern auction (.1); emails re: (.1)	0.80	588.00
04/07/17	Cathy Rae Hershcopf	Review Samsung vendor agreement re credits	0.60	633.00
04/11/17	Melissa H. Boyd	Review objections to sale motion	0.20	147.00
04/11/17	Cathy Rae Hershcopf	Confer with CIT and Debtors on return of LC or shipment of goods	0.70	738.50
04/12/17	Melissa H. Boyd	Review objections to sale motion and cure amounts (1.1); review motion to vacate sale hearing (.2); review 9019 settlement motion re: mechanics' lien (.2) and email re: (.1)	1.60	1,176.00
04/13/17	Melissa H. Boyd	Call to discuss GOB sales and employee payments (.4), emails re (.2); review cure objection (.1); review Electrolux amended complaint (.3)	1.00	735.00
04/17/17	Melissa H. Boyd	Emails re: bids on leases	0.20	147.00
04/17/17	Cathy Rae Hershcopf	Calls and emails with Debtors and BRG regarding Phase 2 GOB	0.70	738.50
04/17/17	Cathy Rae Hershcopf	Calls and emails with Streambank regarding sale of IP	0.60	633.00
04/18/17	Cathy Rae Hershcopf	Follow-up on Elux segregation of proceeds	0.20	211.00
04/19/17	Melissa H. Boyd	Review Hilco report re: lease bids (.2) and emails re: (.2); emails re: monetizing IP assets (.2); review lease auction results (.2); email to Committee summarizing same (.2); emails re: disposition of subcontractor claim (.2)	1.20	882.00
04/19/17	Cathy Rae Hershcopf	Confer with BRG and Streambank regarding sale of IP	0.60	633.00
04/20/17	Melissa H. Boyd	Call (.1) and emails (.6) re: lease auction; review bid detail re: (.2); emails re: vendor credits (.2)	1.10	808.50



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04/20/17	Cathy Rae Hershcopf	Call with Malfitano regarding RTV (.4); confer with BRG regarding Streambank and sale of IP (.3)	0.70	738.50
04/27/17	Melissa H. Boyd	Emails re: variance report (.1) and disposition of leases (.1)	0.20	147.00
04/28/17	Melissa H. Boyd	Review phase II proposed auction deadlines (.1) and email to Committee re: (.2); emails re: vendor credit demands (.1)	0.40	294.00
<b>Task Total:</b>			96.00	82,895.00

**BUSINESS OPERATIONS**

03/10/17	Seth Van Aalten	Reviewed financial advisor pitch materials for operational understanding	0.70	619.50
03/13/17	Melissa H. Boyd	Emails re: critical vendor motion, objection thereto, and negotiations with Debtor (.3); review common carrier order and emails re: (.2); review pending first day motions (requesting authority to pay taxes, customer programs, consignment, insurance) and interim orders re: (.9); analyze same re: potential objections thereto (.7); call with S. Van Aalten re: (.2)	2.30	1,690.50
03/14/17	Melissa H. Boyd	Emails re: appropriate critical vendor carve out and utility of program (.3) and filing a limited objection to proposed program (.1); review Haier's limited objection to critical vendor program (.2); review filed schedules listing debtors' secured creditors (.2); emails re: critical vendor hearing (.1) and review order continuing first day motion (.1)	1.00	735.00
03/14/17	Melissa H. Boyd	Review Province deck re: projected operations, declining store sales, opportunity for positive EBITDA	0.80	588.00
03/15/17	Seth Van Aalten	Correspond with committee re: sale process deck	0.30	265.50
03/15/17	Melissa H. Boyd	Email re: compelling vendors to honor terms	0.10	73.50



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03/15/17	Cathy Rae Herschopf	Review threatening letter sent to certain vendors (.2) and call with vendor re same (.7) and follow up with Debtors re same (.3) and BRG re same (.3)	1.50	1,582.50
03/16/17	Jay R. Indyke	Review Province status update report to Committee	0.30	354.00
03/16/17	Cathy Rae Herschopf	Confer with JH re bad letter to vendors (.4) and swift respond (.2)	0.60	633.00
03/17/17	Melissa H. Boyd	Emails re: edits to critical vendor order	0.30	220.50
03/17/17	Melissa H. Boyd	Emails re: inventory purchases (.3) and debtor communications with vendors re: shipment requirements (.3)	0.60	441.00
03/17/17	Cathy Rae Herschopf	Follow up with Debtors (.4) and M. Boyd (.2) re vendors who received threatening letter and their respective contracts	0.60	633.00
03/20/17	Cathy Rae Herschopf	Confer with JH re threatening letters sent to vendors (.6); calls and emails with installers re adequate protection for post-petition services (.7)	1.30	1,371.50
03/21/17	Melissa H. Boyd	Emails re: settlement with Vanitiv	0.10	73.50
03/22/17	Melissa H. Boyd	Review Province deck re: revenues and alternate sale scenarios prior to call with Committee (.3); review motions/orders to purchase Samsung product with prepetition credits (.2)	0.50	367.50
03/23/17	Melissa H. Boyd	Review order re: Samsung purchases with prepetition credits (.1); emails re: (.1); email from Province analyzing revised budget and operations plan (.1)	0.30	220.50
03/24/17	Melissa H. Boyd	Emails re: Installs operations and account (.2) and sending WARN notices (.1); email re: Province analysis (.1)	0.40	294.00
03/27/17	Jay R. Indyke	Review Province financial update for Committee	0.40	472.00
03/27/17	Melissa H. Boyd	Call with Committee re: revised budget and case negotiations/strategy (.8); review budget in prep for meeting (.1)	0.90	661.50
03/28/17	Melissa H. Boyd	Emails re: XPO account	0.10	73.50



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03/29/17	Cathy Rae Herscopf	Detailed review of budget (.9); email with Debtors re customer deposits (.1)	1.00	1,055.00
03/29/17	Melissa H. Boyd	Emails re: Vantiv setoffs and ordinary course dealings (.2) and creditor adequate assurance (.1); review Province deck re: revised DIP budget and alternate scenarios (.5)	0.80	588.00
03/30/17	Jay R. Indyke	Review updated Province report to Committee	0.30	354.00
03/30/17	Cathy Rae Herscopf	Detailed review of revised budget (1.4) and follow up internally (.8), with Province (.7) and with Debtors (.4)	3.30	3,481.50
03/30/17	Melissa H. Boyd	Emails re: Vantiv settlement (.1) and re: revising customer programs order (.1)	0.20	147.00
03/31/17	Cathy Rae Herscopf	Review budget (.6); confer with Duffy re same (.5); follow up with Committee professionals re same (.3)	1.40	1,477.00
03/31/17	Melissa H. Boyd	Emails re: XPO account resolution	0.20	147.00
04/04/17	Melissa H. Boyd	Emails re: proposed 9019 settlement with Capital (.1); review settlement agreement re: (.1)	0.20	147.00
04/06/17	Melissa H. Boyd	Emails re: Electrolux segregation of sales and reaching settlement (.2); emails re: Whirlpool reclamation claim and reaching settlement (.2)	0.40	294.00
04/10/17	Melissa H. Boyd	Emails re: employee numbers (.1) and treatment of Monster merchandise (.1); review reclamation demand (.1) and emails re: (.1)	0.40	294.00
04/13/17	Melissa H. Boyd	Review weekly variance report and emails re:	0.20	147.00
04/17/17	Melissa H. Boyd	Review revised cash flow (.1) and emails re: (.1)	0.20	147.00
04/18/17	Melissa H. Boyd	Emails (.2) and research (.3) re: WARN act and faltering business exception; office conference re: (.2); review WARN notices sent out (.2) and emails re: (.2)	1.10	808.50
04/19/17	Melissa H. Boyd	Emails re: weekly variance report (.2); review report (.2)	0.40	294.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/21/17	Melissa H. Boyd	Emails re: vendor credits	0.20	147.00
04/25/17	Melissa H. Boyd	Emails re: vendor credits and contracts re:	0.20	147.00
04/28/17	Melissa H. Boyd	Emails re: data retention	0.20	147.00

**Task Total:** 23.80 21,192.00

**CASE ADMINISTRATION**

03/10/17	Mollie N. Canby	Monitor docket and circulate report to group	0.20	48.00
03/10/17	Mollie N. Canby	Monitor docket and circulate report to R. Kalnit	0.30	72.00
03/10/17	Mollie N. Canby	Briefly review pro hac admission process and ECF registration process and email E. Lazerowitz	0.20	48.00
03/10/17	Seth Van Aalten	Strategy kick-off correspondence with Province following financial advisor selection	0.60	531.00
03/10/17	Seth Van Aalten	Correspond with Herman re: Cooley selection and scheduling kick-off call	0.40	354.00
03/10/17	Seth Van Aalten	Correspond with local counsel re: immediate issues	0.30	265.50
03/10/17	Seth Van Aalten	Correspond with R. Tucker and LeHane re: Brixmor request for ex-officio membership	0.40	354.00
03/11/17	Seth Van Aalten	Kick-off call with debtors re: sale process, critical vendor and DIP facility	0.90	796.50
03/11/17	Seth Van Aalten	Correspond with Debtor's counsel re: NDA preparation	0.40	354.00
03/11/17	Seth Van Aalten	Correspond with local counsel re: filing appearance and pro hac vice applications	0.60	531.00
03/11/17	Seth Van Aalten	Reviewed Debtor's revisions to bylaw confidentiality section	0.20	177.00
03/11/17	Seth Van Aalten	Reviewed first day declaration and first day motions re: business as usual	2.40	2,124.00
03/11/17	Richelle Kalnit	Emails re administrative matters	0.30	240.00
03/11/17	Richelle Kalnit	Call re case status and open issues (.5); confer with Boyd re same (.4)	0.90	720.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/11/17	Melissa H. Boyd	Draft contact sheet for Committee members and case professionals (.8); create distribution list for Committee members and professionals (.3); review Debtors' retention papers re: (.2); draft form for Committee expense reimbursement (.2); emails re: case status and proposed KEIP (.6); draft Committee bylaws (1.1)	3.20	2,352.00
03/11/17	Melissa H. Boyd	Revise and update contact sheet (.2); review proposed edits to bylaws re: confidentiality language (.1); emails re: (.2); revise per Debtors re: confidentiality language (.2); emails re: memo of critical dates in case (.2); review docket/agendas/pleadings re: hearing dates and objection deadlines (.4); review DIP agreement re: milestones (.2); prepare memo summarizing critical dates in case (.7) update email distribution list re: Committee professionals (.2)	2.40	1,764.00
03/11/17	Cathy Rae Hershcopf	General call with Herman to discuss case (.9) and follow up with chair/Renee Weiss (.7)	1.60	1,688.00
03/12/17	Seth Van Aalten	Status update e-mail to committee re: critical vendor and cash collateral issues and negotiations	0.80	708.00
03/12/17	Seth Van Aalten	Correspond with M. Boyd re: bylaws preparation	0.20	177.00
03/12/17	Melissa H. Boyd	Emails re: call with all professionals (.1); update contact sheet and distribution list with additional professionals (.2); email to Committee re: case status and scheduling call (.2); emails re: DIP objection (.3); review hearing dates and objection deadlines and update firm calendar re: (.2); docket review re: new filings (.3); review list of critical vendors and discuss potential objection to motion (.3)	1.60	1,176.00
03/12/17	Cathy Rae Hershcopf	Review update for Committee (.4) and email re same (.1)	0.50	527.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/13/17	Mollie N. Canby	Receive responses from attorneys re court admissions and update and circulate R. Kalnit's pro hac affidavit and emails re ECF registration	0.20	48.00
03/13/17	Mollie N. Canby	Complete ECF registration and training for group and emails with group re same	3.00	720.00
03/13/17	Mollie N. Canby	Monitor docket and circulate report to group	0.10	24.00
03/13/17	Mollie N. Canby	Update pro hac motions for C. Hershcopf and R. Winning and circulate same	0.20	48.00
03/13/17	Mollie N. Canby	Receive executed affidavit from C. Hershcopf and emails with C. Hershcopf and R. Winning re attorney ECF registration form for signature	0.30	72.00
03/13/17	Jay R. Indyke	Review Notice of Committee Appointment	0.10	118.00
03/13/17	Seth Van Aalten	E-mail committee members re: call to discuss CV and sale process	0.20	177.00
03/13/17	Richelle Kalnit	Emails and documents re pro hacs and ECF notice procedures	0.30	240.00
03/13/17	Melissa H. Boyd	Emails scheduling status update call with Committee and re: agenda (.3); revise bylaws per Committee member and emails re: (.3); docket review re: updated hearing notice for critical vendor hearing, newly entered interim and final first day orders, and objection deadlines re: interim orders (.3)	0.90	661.50
03/14/17	Mollie N. Canby	Receive and review emails from court confirming ECF registration for S. Van Aalten and R. Kalnit and e-file pro hac vice motions for both	0.70	168.00
03/14/17	Mollie N. Canby	Emails with M. Boyd re retention application preparation (.1); emails with C. Hershcopf and T. Hammond re attorney registration form (.2); submit attorney registration form for C. Hershcopf to court (.2); emails with R. Winning re approval email concerning ECF registration (.1); emails with local re notice of appearance requirement (.1)	0.70	168.00
03/14/17	Jay R. Indyke	Review email from Van Aalten to Committee with case update and critical dates memo	0.20	236.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/14/17	Melissa H. Boyd	Revise bylaws re: confidentiality requirements and execution (.3); emails re: (.2); emails re: adding ex officio member to Committee (.1); receipt and review of signed bylaws (.1); emails re: (.1)	0.80	588.00
03/15/17	Mollie N. Canby	Emails with R. Kalnit and local re service pro hac vice orders	0.20	48.00
03/15/17	Mollie N. Canby	E-file R. Winning's pro hac vice motion	0.30	72.00
03/15/17	Mollie N. Canby	Discuss with M. Boyd re pro hac motion and ECF registration	0.20	48.00
03/15/17	Mollie N. Canby	Prepare Pro hac vice motion for M. Boyd and circulate copies of same to M. Boyd	0.30	72.00
03/15/17	Melissa H. Boyd	Receipt of executed bylaws (.2) and emails re: (.3); review and edit pro hac vice admission documents (.1); emails re: (.1)	0.70	514.50
03/15/17	Robert B. Winning	Review documents in data room	2.20	1,837.00
03/15/17	Cathy Rae Hershcopf	Emails re non-voting additions to Committee	0.30	316.50
03/16/17	Mollie N. Canby	Complete ECF registration and training for M. Boyd	0.70	168.00
03/16/17	Mollie N. Canby	Emails with C. Hershcopf and T. Hammond re ECF registration	0.40	96.00
03/16/17	Mollie N. Canby	Emails with M. Boyd re next steps with ECF registration (.2); receive from M. Boyd and submit to Court signed attorney registration form (.2)	0.40	96.00
03/16/17	Mollie N. Canby	Emails with C. Hershcopf, R. Winning and M. Boyd re pro hac motions	0.20	48.00
03/16/17	Mollie N. Canby	E-file pro hac motions for C. Hershcopf and M. Boyd (.4); email local counsel re serving copies of pro hac vice orders for R. Winning, M. Boyd and C. Hershcopf (.1)	0.50	120.00
03/16/17	Melissa H. Boyd	Editing and executing pro hac vice admission documents (.1) and emails re: (.1)	0.20	147.00
03/17/17	Mollie N. Canby	Review email from C. Hershcopf re whether certain vendors filed a notice of appearance in case, check docket re same and email C. Hershcopf with findings	0.30	72.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/17/17	Mollie N. Canby	Emails with C. Herschopf re Monster Inc counsel and circulate contact info	0.20	48.00
03/21/17	Melissa H. Boyd	Emails re: fully executed Committee bylaws	0.20	147.00
03/21/17	Robert B. Winning	Case strategy meeting with C. Herschopf	0.60	501.00
03/23/17	Cathy Rae Herschopf	Committee member resignation	0.30	316.50
03/23/17	Melissa H. Boyd	Emails re: UST resignation from Committee (.1); edit internal documents re: (.2)	0.30	220.50
03/24/17	Jay R. Indyke	Review email to Committee on negotiations on sale process and financing	0.10	118.00
03/27/17	Mollie N. Canby	Contact M. Boyd re hearing preparations and review email from M. Boyd re same	0.20	48.00
03/27/17	Mollie N. Canby	Emails with M. Schlan and local counsel re preparing and filing NOA for C. Herschopf in adversary proceeding	0.20	48.00
03/27/17	Mollie N. Canby	Prepare NOA for C. Herschopf in adv. proceeding and circulate to M. Schlan for review	0.50	120.00
03/27/17	Mollie N. Canby	E-file Notice of Appearance of C. Herschopf in adv case	0.20	48.00
03/27/17	Robert B. Winning	Prepare for and participate in Committee call re: DIP, sale, and business issues	1.20	1,002.00
03/29/17	Richelle Kalnit	Emails re credit card processor	0.20	160.00
03/30/17	Lauren A. Reichardt	Draft motion to convert cases and research regarding same	5.30	3,153.50
03/31/17	Jay R. Indyke	Review email from Herschopf to Committee with status of bidders and budget	0.10	118.00
03/31/17	Cathy Rae Herschopf	Committee members' communication	0.30	316.50
03/31/17	Richelle Kalnit	Call with Herschopf re case issues (.7); call with Winning re same (.4); review rejection motion (.4); call with Boyd re case issues (.3); review conversion motion (.4); review lease/contract assumption/rejection procedures motion and objections thereto (.9); Cooley call re conversion issues (.5); draft detailed email re recent filings (.8); review rejection and assumption motions (.9); review retentions (.3)	5.60	4,480.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/31/17	Melissa H. Boyd	Emails re: DDR Committee representative (.2) and re: converting case to chapter 7 (.2)	0.40	294.00
03/31/17	Lauren A. Reichardt	Continue draft of motion to convert	1.30	773.50
03/31/17	Robert B. Winning	Correspondence re: preparation of 2019 statement	0.40	334.00
04/03/17	Jay R. Indyke	Review email from Kalnit to Committee re recent court filings by Debtor	0.10	118.00
04/03/17	Melissa H. Boyd	Emails re: CC notice of bid procedures and cure notice	0.20	147.00
04/04/17	Richelle Kalnit	Call with Hershcopf re case issues including DIP, employee issues, hearings	0.80	640.00
04/06/17	Mollie N. Canby	Respond to M. Boyd informing/confirming that matter is UST guidelines case	0.10	24.00
04/06/17	Mollie N. Canby	Receive and review email re monitor certain adv cases	0.10	24.00
04/07/17	Mollie N. Canby	Monitor dockets for Whirlpool and Electrolux adv cases and circulate reports to group	0.20	48.00
04/07/17	Mollie N. Canby	Emails with R. Kalnit re monitoring certain adv. cases	0.20	48.00
04/10/17	Jay R. Indyke	Review email from Kalnit to Committee with general update	0.10	118.00
04/11/17	Richelle Kalnit	Emails re open case issues (1.2); follow up with Hershcopf re same (.6); review intercreditor agreement (.4); review cure objections (.4); call with Icon counsel (.3); review adequate protection motion (.2); review Elux motion to compel (.2); call with Raviele re rent and DIP issues (.4); follow up emails re same (.1)	3.80	3,040.00
04/13/17	Richelle Kalnit	Review and comment on seal papers (.3); emails re Monday hearing (.2) and meeting with GA (.2); email to committee re stub rent issues (.3)	1.00	800.00
04/17/17	Richelle Kalnit	Arrangements for meeting with Great American	0.10	80.00
04/18/17	Melissa H. Boyd	Emails re: recent filings and Committee updates re:	0.10	73.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/18/17	Cathy Rae Herschopf	Confer with Boyd regarding updates to Committee	0.40	422.00
04/19/17	Richelle Kalnit	Review Synchrony objection	0.10	80.00
04/24/17	Jay R. Indyke	Review email from Boyd to Committee with update on lease auction and recently filed pleadings	0.10	118.00
04/27/17	Mollie N. Canby	Receive and review email from R. Kalnit re preparation of supplemental declaration for Province	0.10	24.00
04/28/17	Mollie N. Canby	Prepare Province's supplemental declaration iso its retention	0.70	168.00
<b>Task Total:</b>			58.80	40,150.00

**CLAIMS**

03/11/17	Seth Van Aalten	Reviewed critical vendor motion for potential objection (.8); legal research (.6)	1.40	1,239.00
03/12/17	Seth Van Aalten	Correspond with Debtors re: critical vendor negotiations	0.60	531.00
03/13/17	Seth Van Aalten	Prepare objection to critical vendor motion	1.20	1,062.00
03/13/17	Seth Van Aalten	Review/revision of critical vendor objection	0.60	531.00
03/13/17	Seth Van Aalten	Multiple telephone calls with N. Herman and C. Herschopf to discuss critical vendor	1.20	1,062.00
03/13/17	Seth Van Aalten	Correspond with N. Herman re: CV negotiations	0.70	619.50
03/13/17	Seth Van Aalten	Correspond with Valassis re: post-petition services	0.20	177.00
03/13/17	Seth Van Aalten	E-mail to committee re: critical vendor negotiations	0.30	265.50
03/13/17	Richelle Kalnit	Draft limited objection to critical vendor motion	0.70	560.00
03/13/17	Cathy Rae Herschopf	Review critical vendor proposal (.4); confer internally and with Province re same (.6); negotiate limitations with Debtors (.7)	1.70	1,793.50
03/13/17	Cathy Rae Herschopf	Confer with BRG re Elux/consignment (.4); call and email with Conaway re status of post-petition Elux merchandise (.4)	0.80	844.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/13/17	Cathy Rae Herschopf	Review and revise objection to critical vendor motion	0.40	422.00
03/14/17	Seth Van Aalten	Multiple telephone calls with N. Herman re: critical vendor negotiations	0.80	708.00
03/14/17	Seth Van Aalten	Correspond with C. Herschopf re: critical vendor issues	0.40	354.00
03/14/17	Seth Van Aalten	Correspond with committee members re: critical vendor claims	0.40	354.00
03/14/17	Seth Van Aalten	Correspond with committee members re: critical vendor resolution voting results	0.60	531.00
03/14/17	Seth Van Aalten	Reviewed BRG 503(b)(9) claim schedule	0.20	177.00
03/14/17	Cathy Rae Herschopf	Confer with BRG re 506(c) schedule (.4) and follow up with Province re same (.3); call with Install's counsel re adequate protection (.6); confer with US Trustee re assumption (.6)	1.90	2,004.50
03/14/17	Cathy Rae Herschopf	Negotiate substantial concessions with Debtors on critical vendor program excluding Zimmerman and payments in excess of 503(b)(9)) (.9) and calls and emails with vendors re same (.7)	1.60	1,688.00
03/15/17	Jay R. Indyke	Review email from Van Aalten to Committee on critical vendor negotiations	0.10	118.00
03/15/17	Seth Van Aalten	E-mail to committee re: hearing on critical vendor claims	0.40	354.00
03/15/17	Seth Van Aalten	Multiple correspondence with N. Herman re: stub rent and DIP negotiations	0.80	708.00
03/15/17	Seth Van Aalten	Multiple correspondence with C. Herschopf and M. Schlan re: consignment issues	1.60	1,416.00
03/15/17	Melissa H. Boyd	Email re: common carrier arrangements (.1); review current schedule of 503(b)(9) claims (.1)	0.20	147.00
03/15/17	Cathy Rae Herschopf	Review schedules of vendor claims including 503(b)(9) (.7) and emails re same (.4); emails re consigned inventory (.4)	1.50	1,582.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/15/17	Cathy Rae Herschopf	Confer with Debtors on critical vendor limits to 503(b)(9) (.9); confer with Committee members (.6) and other creditors (.7) re same; confer with installers and earners re adequate protection (.9)	3.10	3,270.50
03/15/17	Cathy Rae Herschopf	Calls with vendors who received threatening letter from HHG re extending terms (.6); confer with JH re critical vendor (.4)	1.00	1,055.00
03/16/17	Richelle Kalnit	Review emails re consignment issues	0.40	320.00
03/16/17	Melissa H. Boyd	Review revised proposed CV order and provide comments/proposed revision re: (.4); emails re: stub rent claims (.1) and vendor setoffs (.1)	0.60	441.00
03/16/17	Cathy Rae Herschopf	Emails with Elux re consignment (.3) and follow up with Herman (.4) re same; confirm Monster's perfection (.3)	1.00	1,055.00
03/17/17	Cathy Rae Herschopf	Review revised CV order and emails re same (.6); emails with Samsung re credit memos (.3)	0.90	949.50
03/21/17	Cathy Rae Herschopf	Confer with Debtors (.7) and Rossow (.6) re US Transport's claim	1.30	1,371.50
03/21/17	Cathy Rae Herschopf	Emails and calls with Installs re DIP, budget and adequate protection for future services	0.90	949.50
03/22/17	Cathy Rae Herschopf	Calls and emails with debtors (.4) and US Transport (.8) and other installers (.3) re need to settle with US Transport and assume contract	1.50	1,582.50
03/23/17	Cathy Rae Herschopf	Call with Installs and Debtors (.9); follow up with SVA (.3); confer with Debtors re adequately protecting post-petition creditors (.9)	2.10	2,215.50
03/24/17	Cathy Rae Herschopf	Emails re Installs	0.60	633.00
03/24/17	Cathy Rae Herschopf	Review and respond to inquiries on concerns that post-petition claims may not be paid in full	0.80	844.00
03/24/17	Melissa H. Boyd	Emails re: postpetition creditor claims (.1); email from landlord re: stub rent claims (.1); emails re: Vantiv claims/settlement (.1)	0.30	220.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/28/17	Cathy Rae Herschopf	Calls and emails with landlords, vendors and suppliers re post-petition claims	0.90	949.50
03/28/17	Richelle Kalnit	Review documents re Electrolux	0.30	240.00
03/29/17	Jay R. Indyke	Review Electrolux complaint on consignment along with memo to Committee on same	0.50	590.00
03/29/17	Cathy Rae Herschopf	Review Electrolux pleadings (1.7) and reach out to Conaway re same (.4)	2.10	2,215.50
03/29/17	Cathy Rae Herschopf	Field emails and calls from vendors and suppliers and other creditors who are concerned about being paid post- petition	1.30	1,371.50
03/29/17	Robert B. Winning	Analysis of certain customer deposit issues for Herschopf	0.80	668.00
04/04/17	Melissa H. Boyd	Review Electrolux objection re: reclamation claim (.2); email re: (.2)	0.40	294.00
04/04/17	Cathy Rae Herschopf	Confer with BRG on customer deposits and post-petition fulfillment versus cancellation	0.90	949.50
04/05/17	Robert B. Winning	Meet with Herschopf re: merchandise credit issue	0.40	334.00
04/05/17	Cathy Rae Herschopf	BRG's presentation on customer deposits	0.90	949.50
04/05/17	Cathy Rae Herschopf	Emails with post-petition creditors repayment	0.70	738.50
04/05/17	Cathy Rae Herschopf	Review customer deposit file	0.70	738.50
04/07/17	Cathy Rae Herschopf	Calls and emails with vendors and suppliers providing post-petition goods and services (.9); emails re ICON claim (.6)	1.50	1,582.50
04/12/17	Melissa H. Boyd	Emails re: reclamation demands	0.10	73.50
04/13/17	Melissa H. Boyd	Emails to/from creditor re: his claims (.2); call with creditor re: (.4)	0.60	441.00
04/17/17	Melissa H. Boyd	Emails re: creditor calls	0.20	147.00
04/18/17	Melissa H. Boyd	Emails re: vendor credits and D&O policy	0.20	147.00
04/18/17	Cathy Rae Herschopf	Emails regarding vendor credits	0.40	422.00
04/21/17	Melissa H. Boyd	Review stay relief motion (.2) and email re: (.1)	0.30	220.50
04/26/17	Melissa H. Boyd	Review employee letter to court (.1) and email re: (.1)	0.20	147.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/28/17	Melissa H. Boyd	Emails and call to/from creditor re: submitting his claim (.3); review Schedules re: (.2); review filing re: Klipsch setoff motion (.1)	0.60	441.00

**Task Total:** 48.80 47,816.00

**EMPLOYEE BENEFITS/PENSIONS**

03/12/17	Cathy Rae Herscopf	Warn Herman about prematurely filing KEIP (.4); follow up with BRG re same (.1)	0.50	527.50
03/27/17	Cathy Rae Herscopf	Emails re WARN notices	0.40	422.00
04/04/17	Cathy Rae Herscopf	Emails with Debtors and Lenders re employees	0.70	738.50
04/10/17	Cathy Rae Herscopf	Emails re employees	0.40	422.00
04/13/17	Richelle Kalnit	Emails re employee bonus issues (.2); review slides re same (.2)	0.40	320.00
04/13/17	Melissa H. Boyd	Review analysis of accrued PTO and bonuses (.1); emails re: (.1)	0.20	147.00
04/17/17	Richelle Kalnit	Review of employee bonus plan	0.30	240.00
04/17/17	Melissa H. Boyd	Emails re: PTO liabilities	0.20	147.00
04/17/17	Cathy Rae Herscopf	Calls and emails regarding PTO and vacation pay and employee relation problem that could affect sale (.8) and emails with Lenders regarding same (.4)	1.20	1,266.00
04/18/17	Cathy Rae Herscopf	Emails regarding PTO and vacation pay	0.90	949.50
04/19/17	Melissa H. Boyd	Emails re: PTO and WARN treatment (.3); call from employee re: (.1)	0.40	294.00
04/19/17	Cathy Rae Herscopf	Numerous emails with Debtors and Lenders regarding WARN, PTO and severance (.9); negotiation with GACP regarding when these expenses get paid and from where (.6)	1.50	1,582.50
04/20/17	Melissa H. Boyd	Emails re: treatment of PTO payment	0.30	220.50
04/21/17	Melissa H. Boyd	Emails with employee (.2), internally (.2) and Debtors' counsel (.2) re: PTO treatment	0.60	441.00

**Task Total:** 8.00 7,717.50



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<b>FEE/EMPLOYMENT APPLICATIONS</b>				
03/10/17	Seth Van Aalten	Interviewed financial advisors and discussed preliminary issues with committee	1.40	1,239.00
03/13/17	Melissa H. Boyd	Prepare list of parties for retention conflict search (.8); emails re: conflict parties (.2); emails (.1) and call with M. Canby (.1) re: preparation of retention application; emails re: retention of other professionals in case (.2) and review motions and notices filed re: (.3); emails re: engagement letter and edits thereto (.2); emails re: adherence to Local Rules and UST guidelines in drafting retention application (.2)	2.10	1,543.50
03/14/17	Melissa H. Boyd	Emails re: drafting retention app (.2) and analyzing Debtors' professionals' retention apps (.2); review amended and newly filed notices re: Debtors' professionals' retention (.2)	0.60	441.00
03/15/17	Mollie N. Canby	Begin working on Cooley's retention application	0.50	120.00
03/16/17	Mollie N. Canby	Begin preparing Cooley's retention application	2.00	480.00
03/16/17	Melissa H. Boyd	Emails re: completing conflicts search	0.10	73.50
03/20/17	Melissa H. Boyd	Emails re: retention declaration and conflict disclosures	0.20	147.00
03/24/17	Cathy Rae Hershcopf	Comments to interim compensation motion	0.30	316.50
03/24/17	Cathy Rae Hershcopf	Emails with Wells Fargo re same	0.40	422.00
03/24/17	Melissa H. Boyd	Emails re: conflict party disclosure and finalizing Cooley retention documents (.3); edit retention pleadings re: US Transport resignation (.2); review debtors' filings to retain professionals and re: interim compensation (.3); review motion/proposed order re: interim compensation (.2); emails re: (.3)	1.30	955.50
03/25/17	Melissa H. Boyd	Review interim compensation motion/proposed order (.2); emails re: editing order (.2)	0.40	294.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/27/17	Richelle Kalnit	Review and comment on proposed interim compensation procedures order (.4); attention to retention issues (.8)	1.20	960.00
03/28/17	Richelle Kalnit	Review documents re Stifel retention	0.30	240.00
03/29/17	Richelle Kalnit	Calls with Stifel counsel re retention terms (.4); draft summary of same (.5)	0.90	720.00
03/29/17	Melissa H. Boyd	Emails re: reviewing retention of Debtors' professionals (.2); Review and edit Cooley retention app, proposed order, and declarations (2.9); review and disclose relevant conflicts re: (1.2)	4.30	3,160.50
03/30/17	Cathy Rae Hershcopf	Confer internally re S/MB retention (.4) and confer with Lenders (.2) and Debtors (.3) re same	0.90	949.50
03/30/17	Richelle Kalnit	Review and comment on draft retention papers	1.20	960.00
03/30/17	Richelle Kalnit	Call with Debevoise re Stifel retention issues	0.20	160.00
03/30/17	Melissa H. Boyd	Emails re: editing retention app. (.3) and drafting budget (.1) and obtaining necessary conflicts waivers (.1)	0.50	367.50
03/31/17	Cathy Rae Hershcopf	Emails with Debtors and follow up with Lenders re retaining Streambank to sell IP	0.40	422.00
03/31/17	Cathy Rae Hershcopf	Emails re waivers from banks	0.30	316.50
03/31/17	Melissa H. Boyd	Call re: revising retention papers and drafting budget	0.10	73.50
04/01/17	Richelle Kalnit	Review and further comment on retention papers	0.40	320.00
04/01/17	Melissa H. Boyd	Edit retention motion, proposed order, and supporting declarations (1.2); draft budget and staffing plans (.8); emails re: (.3)	2.30	1,690.50
04/03/17	Melissa H. Boyd	Emails re: objection to Stifel retention app (.1) and conflicts re: Cooley retention (.1) and Province retention application (.1); edit Cooley retention app, declaration, and budget/staffing plan per R. Kalnit (.4); emails re: (.2)	0.90	661.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/04/17	Melissa H. Boyd	Emails re: Stifel retention extension (.2) and Cooley retention (.1); edit Weiss declaration re: (.1); editing interim comp proposed order (.2) and emails re: (.2)	0.80	588.00
04/05/17	Richelle Kalnit	Call with Stifel re retention issues (.6); review and comment on Province retention application (.3)	0.90	720.00
04/05/17	Melissa H. Boyd	Review and edit Province retention application (1.5); emails re: (.4); emails re: Bingham retention application (.2) and edits to Cooley application (.1)	2.20	1,617.00
04/06/17	Melissa H. Boyd	Edit Province retention app. per S. Morrison (.1); review Bingham retention app (.1); emails with M. Canby re: large fee guidelines requirements (.1); review guidelines (.1); email to Bingham re: (.1); email re: receipt of conflict waiver (.1)	0.60	441.00
04/07/17	Melissa H. Boyd	Emails re: JP Morgan conflict waiver (.1); emails with Bingham re: retention app edits (.2)	0.30	220.50
04/10/17	Melissa H. Boyd	Emails re: Province (.1) and Cooley (.1) retention apps and re: adherence to Local Rules (.1); emails re: conflicts counsel if necessary (.1)	0.40	294.00
04/11/17	Melissa H. Boyd	Emails and call with J. Irving re finalizing and filing retention papers	0.20	147.00
04/12/17	Richelle Kalnit	Emails re retention documents	0.10	80.00
04/12/17	Melissa H. Boyd	Emails re: review and execution of Cooley and Province retention apps (.1) and Cooley engagement agreement (.1); emails and call with J. Irving re: finalizing Committee retention apps (.3); emails with R. Weiss re: (.2); review and revise notices (.1) and applications (.2) in preparation for filing; review retention application as filed (.1) and emails re: (.1); email conflict waivers to UST and Debtors' counsel (.1)	1.30	955.50
04/13/17	Richelle Kalnit	Call with Stifel re retention issues (.2); email re same (.1)	0.30	240.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/13/17	Melissa H. Boyd	Emails re: Committee edits to interim comp. order	0.20	147.00
04/14/17	Richelle Kalnit	Review drafts of Stifel retention order (.3) and emails re same (.2)	0.50	400.00
04/18/17	Cathy Rae Hershcopf	Settlement with Stiffel/Miller Buckfire from \$845K to \$50K remaining payment	0.70	738.50
04/20/17	Richelle Kalnit	Review amended MLB retention application	0.10	80.00
<b>Task Total:</b>			31.80	23,702.00

**FEE/EMPLOYMENT OBJECTIONS**

03/14/17	Cathy Rae Hershcopf	Call with Stifel/Miller Buckfire to renegotiate remaining \$845K in fees	0.60	633.00
03/15/17	Melissa H. Boyd	Review Debtors' professionals' retention applications (specifically re: payment of retainers and other compensation) (.3); emails re: (.2)	0.50	367.50
03/27/17	Melissa H. Boyd	Review/analyze Stifel retention pleadings and supporting documents (1.2); draft summary of retention and proposed compensation (.9)	2.10	1,543.50
03/27/17	Melissa H. Boyd	Review proposed edits to interim comp. order (.1) and emails re: (.1); emails re: potential objections to Stifel fee structure (.2)	0.40	294.00
03/28/17	Melissa H. Boyd	Emails re: Stifel retention review/analysis	0.30	220.50
03/31/17	Melissa H. Boyd	Emails re: Stifel retention and fees	0.20	147.00
04/05/17	Cathy Rae Hershcopf	Call re Stiffel/Miller Buckfire retention and Committee's objection and potential settlement	0.80	844.00
04/07/17	Melissa H. Boyd	Review Debtors' professionals' retention apps and supporting documents (Malfitano, Ice Miller, Morgan Lewis) (1.4); draft email analyzing potential issues re: (.3)	1.70	1,249.50
04/10/17	Melissa H. Boyd	Emails re: Ice Miller (.1) and Malfitano (.1) retention apps.	0.20	147.00
04/11/17	Cathy Rae Hershcopf	Calls/emails with Stiffel/Miller Buckfire to settle final fee	0.60	633.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/12/17	Melissa H. Boyd	Review order extending time to object to Stifel retention (.1); emails re: no objection to Debtors' professionals' retention (.2)	0.30	220.50
04/13/17	Melissa H. Boyd	Emails re: Stifel settlement	0.10	73.50
04/13/17	Melissa H. Boyd	Review order re: objection to Ice Miller retention	0.10	73.50
04/14/17	Melissa H. Boyd	Emails re: revised order to retain Stifel	0.40	294.00
04/17/17	Melissa H. Boyd	Emails re: Stifel retention order	0.20	147.00
04/19/17	Melissa H. Boyd	Review entered Stifel retention order	0.10	73.50
04/24/17	Melissa H. Boyd	Review amended Morgan Lewis (.2) and Ice Miller (.1) retention documents	0.30	220.50
<b>Task Total:</b>			8.90	7,181.50

**FINANCING AND CASH COLLATERAL**

03/12/17	Seth Van Aalten	Reviewed DIP motion and related pleadings for preparation of potential objection	2.80	2,478.00
03/13/17	Seth Van Aalten	Telephone call with Choate re: cash collateral negotiations	0.40	354.00
03/13/17	Richelle Kalnit	Research for and draft DIP objection	3.30	2,640.00
03/13/17	Melissa H. Boyd	Emails re: drafting DIP objection (.2) and analysis of fees and interest re: (.2)	0.40	294.00
03/13/17	Cathy Rae Hershcopf	Confer with BRG re missed revenue covenant	0.60	633.00
03/14/17	Richelle Kalnit	Draft DIP objection	3.60	2,880.00
03/14/17	Melissa H. Boyd	Emails re: DIP objection and analysis of proposed fees (.3); emails re: strength of sales and DIP compliance (.1); emails re: updated Seventh Circuit law re: DIP objection (.1)	0.50	367.50
03/14/17	Robert B. Winning	Review re: DIP issue for Kalnit	1.20	1,002.00
03/15/17	Seth Van Aalten	Correspond with Lenders and Debtors re: cash collateral issues	0.20	177.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/15/17	Richelle Kalnit	Draft DIP objection (4.8); emails and calls with Boyd re research for same (.4); conferences with Hershcopf re DIP and case issues (.6)	5.80	4,640.00
03/15/17	Melissa H. Boyd	Emails and call re: DIP objection research (.6); research 7th Cir. case law re: DIP objection (2.2); emails and call re: Province analysis of DIP fees (.3); case law research to support DIP objection (1.4)	4.50	3,307.50
03/15/17	Robert B. Winning	Meeting with Kalnit re: DIP issues and strategy	0.80	668.00
03/16/17	Seth Van Aalten	Telephone call with Debtors and Lenders re: budget and stub rent	0.90	796.50
03/16/17	Seth Van Aalten	Preparation for call with Debtors and Lenders re: budget and stub rent	1.40	1,239.00
03/16/17	Seth Van Aalten	Correspond with Cooley team re: preparation of DIP objection	0.30	265.50
03/16/17	Richelle Kalnit	Draft DIP objection (2.0); call with Wells re DIP/case issues (.6)	2.60	2,080.00
03/16/17	Melissa H. Boyd	Emails re: drafting DIP objection (.1) and Province analysis of proposed DIP (.1); research 7th Cir. case law re: DIP objection (.4)	0.60	441.00
03/16/17	Cathy Rae Hershcopf	Confer with BRG (.4) and Province (.4) re budget	0.80	844.00
03/17/17	Richelle Kalnit	Continued drafting of DIP objection and attention to issues on fees	1.30	1,040.00
03/17/17	Melissa H. Boyd	Emails re: Province analysis of DIP fees (.2); emails re: edits to DIP budget (.2); research re: 7th Cir. case law for DIP objection (5.9); emails re: drafting objection (.1)	6.40	4,704.00
03/17/17	Robert B. Winning	Review revised budget (.4) and meeting with Hershcopf re: same (.4)	0.80	668.00
03/17/17	Cathy Rae Hershcopf	Email to BRG re budget, 506(c) expenses and administrative solvency	0.60	633.00
03/17/17	Cathy Rae Hershcopf	Review budget (.6), confer with BRG (.4) and Province (.5) re same	1.50	1,582.50



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03/18/17	Richelle Kalnit	Review revised DIP budget (.8); review Province analysis of fees and interest (.7); draft DIP objection (3.4)	4.90	3,920.00
03/19/17	Richelle Kalnit	Revisions to DIP objection (.6); call with Hershcopf re case issues (.5)	1.10	880.00
03/19/17	Melissa H. Boyd	Emails re: editing DIP objection (.2); research 7th Cir. law re: adequate protection requirements (3.5)	3.70	2,719.50
03/19/17	Cathy Rae Hershcopf	Call with Brown re expedited GOB 2 in exchange for payment of administrative claims	0.40	422.00
03/19/17	Cathy Rae Hershcopf	Review and revise DIP objection	2.80	2,954.00
03/20/17	Richelle Kalnit	Revisions to DIP objection (4.4); draft declaration in support thereof (4.3); call with Morrison and Winning re same (.5); conferences with Winning re same (.6)	9.80	7,840.00
03/20/17	Melissa H. Boyd	Emails re: review/edit DIP objection (.2); search for and review/analyze 7th Cir. cases re: DIP objection (2.7); edit objection with citations to relevant cases (1.2); emails re: (.2); draft motion and proposed order to file DIP objection declaration under seal (1.9); draft motion to shorten notice re: seal motion (.9); emails re: (.2); review Local and Bankruptcy Rules re: (.3)	7.60	5,586.00
03/20/17	Robert B. Winning	Analyze DIP budget issue in support of DIP objection declaration	2.20	1,837.00
03/20/17	Robert B. Winning	Legal research for DIP objection	0.70	584.50
03/20/17	Cathy Rae Hershcopf	Review and revise DIP objection (2.7); emails re budget (.4)	3.10	3,270.50
03/21/17	Richelle Kalnit	Markup DIP order (1.2); conferences with Hershcopf and Winning re DIP issues (.6); review and comment on motion to seal/shorten re Morrison DIP declaration (.4); revisions to DIP declaration (.4)	2.60	2,080.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/21/17	Melissa H. Boyd	Draft and edit motions and proposed orders to file declaration supporting DIP objection under seal and to file the seal motion on shorten notice (2.4); emails re: (.1); emails re: additional case notes for DIP objection (.1)	2.60	1,911.00
03/21/17	Melissa H. Boyd	Emails re: drafting/editing DIP objection and supporting declaration (.3); edit DIP objection with additional discussion of 7th Cir. cases (.8); review and email draft DIP objection to Committee for comment (.2); review comments to motions to seal and shorten notice (.1); emails re: (.2); edit DIP objection with additional case citations (.3)	1.90	1,396.50
03/21/17	Cathy Rae Herschopf	Confer with Bromfeld re evaluating extent and priority of prepetition liens (.3); confer with Debtors (.7) and lenders (.6) and BRG (.9) re DIP Budget; confer with JH re US Transport issue and his view that the Debtors need to proceed with US Transport's deal, assuming its contract (.6); follow up calls with JH and US Transport re same (.6)	3.70	3,903.50
03/21/17	Cathy Rae Herschopf	Review and revise DIP objection (.9) and Morrison Declaration (.6) and calls with Committee members re same (.5)	2.10	2,215.50
03/22/17	Melissa H. Boyd	Edit motions to seal DIP declaration and shorten time, and related proposed orders (.8); email re: review (.1)	0.90	661.50
03/22/17	Melissa H. Boyd	Emails re: motions to seal and shorten time re: DIP objection declaration (.3); call and emails re: editing objection (.2)	0.50	367.50
03/22/17	Robert B. Winning	Analyze and comment on Province deck re: business plan, liquidity and DIP (2.1) and call with Province re: same (.8)	2.90	2,421.50
03/22/17	Robert B. Winning	Analysis of DIP costs for declaration i/s/o DIP objection	0.80	668.00
03/22/17	Robert B. Winning	Prepare for and participate in call with Province re: declaration in support of DIP objection	1.90	1,586.50
03/22/17	Cathy Rae Herschopf	Finalize DIP objection	2.70	2,848.50



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03/23/17	Cathy Rae Hershcopf	Review alternative budgets proposed by BRG (1.1) and analysis from Province (.4) and call re same (.4); finalize DID objection (.9)	2.80	2,954.00
03/23/17	Richelle Kalnit	Review Province presentation (.9); confer with Hershcopf re case issues (.7)	1.60	1,280.00
03/23/17	Richelle Kalnit	Review and comment on revised Morrison declaration (1.8); call with Morrison re same (.2); review and finalize DIP objection for filing (.9) and numerous emails re same (.3)	3.20	2,560.00
03/23/17	Melissa H. Boyd	Emails re: finalizing and filing DIP objection and related seal pleadings (.4); calls to/from W. Mosby re: (.2); emails re: updated DIP budget (.3); edit seal pleadings and related pleadings to shorten time (.3); review DIP objection and prepare exhibits re: cited hearing transcripts (.9); email to committee re: DIP objection, supporting documents, and next steps (.3); edit DIP objection and supporting exhibits, seal motion, shorten motion, proposed orders thereto (.9); calls and emails re: proper redaction and filing/serving all docs (.4); review filed versions of DIP objection documents and emails re: (.2)	3.90	2,866.50
03/23/17	Robert B. Winning	Review revised budget	0.40	334.00
03/24/17	Richelle Kalnit	Review revised DIP budgets	1.20	960.00
03/24/17	Melissa H. Boyd	Emails with W. Mosby and debtors' counsel re: filing and serving DIP objection and supporting pleadings (.3); review Court order granting motion to shorten notice re: sealing DIP declaration (.1); emails re: (.1); review objections to DIP motion and emails re: (.4)	0.90	661.50
03/27/17	Cathy Rae Hershcopf	Confer with Province on open budget issues (.6); confer with management and BRG re budget and GOB fee versus guaranty (.3); review Province deck (.9)	1.80	1,899.00
03/27/17	Richelle Kalnit	Budget review (.6); conferences with Winning re DIP issues (.6); begin preparation for contested DIP hearing (3.2)	4.40	3,520.00





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03/27/17	Melissa H. Boyd	Emails re: editing DIP declaration re: revised budget (.1); emails re: determination on sealing DIP declaration (.3)	0.40	294.00
03/27/17	Robert B. Winning	Meeting with Kalnit re: DIP litigation strategy	0.80	668.00
03/27/17	Robert B. Winning	Review and analyze revised cash flow and budget projections	1.40	1,169.00
03/28/17	Richelle Kalnit	Preparation for contested DIP hearing including review of revised budget	2.30	1,840.00
03/28/17	Melissa H. Boyd	Emails re: revised budget and negotiations re: (.3); review UST objection to seal declaration and emails re: (.3)	0.60	441.00
03/28/17	Robert B. Winning	Analyze revised cash flow budget and liquidation analysis for Province and Debtor	1.60	1,336.00
03/29/17	Jay R. Indyke	Review Committee objection to financing motion	0.60	708.00
03/29/17	Cathy Rae Hershcopf	Detailed review and response to Debtor's open issues to be address	0.90	949.50
03/29/17	Cathy Rae Hershcopf	Detailed review of budget and open issues with Lenders (2.8) and follow up with Province re same (.7); internal meeting re same (.8)	4.50	4,747.50
03/29/17	Richelle Kalnit	Preparation for DIP and seal hearing (4.5); call re updated budget with BRG and other professionals (1.4)	5.90	4,720.00
03/29/17	Melissa H. Boyd	Emails re: DIP amendment/negotiations (.2) and revised budget/case strategy (.1)	0.30	220.50
03/29/17	Robert B. Winning	Prepare for and participate in call with BRG re: budget (2.4); follow-up calls and meeting with Hershcopf re: same (.9); call with Province re: same (.4)	3.70	3,089.50
03/30/17	Richelle Kalnit	Call with Province re budget issues and internal conferences re same	1.80	1,440.00
03/30/17	Melissa H. Boyd	Review order to continue DIP hearing	0.10	73.50
03/31/17	Richelle Kalnit	Review Province presentation re budget (.2) and call re same (.8)	1.00	800.00
03/31/17	Robert B. Winning	Prepare for and participate in call with Province re: DIP and budget issues	3.60	3,006.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/03/17	Cathy Rae Herschopf	Calls/emails with post-petition vendors (.7) and BRG re post-petition payables and Budget (1.4)	2.10	2,215.50
04/04/17	Richelle Kalnit	Call with S. Brown re DIP issues (.5); call with T. Scherer re DIP issues (.4); call with Morrison re same (.2); call with Herschopf re same (.1); call with DLA and Herschopf re same (.3); review DIP agreement re DIP issues (1.5); attention to budget (1.0); draft statement re DIP hearing (1.1); review Province tear sheet re admin hole (.8)	5.90	4,720.00
04/04/17	Melissa H. Boyd	Emails re: lender liens review	0.10	73.50
04/04/17	Max D. Schlan	Review Electrolux DIP objection (.6); correspond with Boyd re same (.2).	0.80	588.00
04/04/17	Robert B. Winning	Review outstanding DIP budget issues list and related correspondence	0.70	584.50
04/04/17	Robert B. Winning	Review updated deck from BRG re: winddown budget and asset monetization	0.60	501.00
04/04/17	Cathy Rae Herschopf	Call with GACP (1.1) re DIP and Budget	1.10	1,160.50
04/05/17	Richelle Kalnit	Review revised budget (.9); call re budget issues with Debtors and lender counsel (1.2); draft issues list re same (1.0); follow up review and calls with Province re same (1.3)	4.40	3,520.00
04/05/17	Melissa H. Boyd	Emails re: impact of DIP on vendor setoff (.1) and open issues to be addressed re: current DIP budget (.2); review Province list of open issues re: revised budget (.2)	0.50	367.50
04/05/17	Robert B. Winning	Review BRG deck re: wind down	0.40	334.00
04/05/17	Cathy Rae Herschopf	Call with Debtors and lenders on budget and DIP issues	1.60	1,688.00
04/06/17	Melissa H. Boyd	Review motion to continue DIP hearing (.1) and Electrolux response thereto (.1); review order continuing DIP hearing (.1)	0.30	220.50
04/10/17	Melissa H. Boyd	Emails re: negotiations with lenders re: 506(c) waiver and admin. expenses (.1); review Choate March fee statement (.1) and interim DIP order re: (.1) and emails re: (.1); emails re: reviewing secured creditors' liens (.1)	0.50	367.50



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04/11/17	Richelle Kalnit	Reivew and analysis of budget (.4); call with Morrison re same (.8); draft supplemental declaration re DIP budget (.6); preparation for DIP hearing (1.8)	3.60	2,880.00
04/11/17	Melissa H. Boyd	Review Choate March invoice (.3) and email re: (.1)	0.40	294.00
04/12/17	Richelle Kalnit	Calls and meetings re budget issues (1.7); preparation for DIP hearing (1.8)	3.50	2,800.00
04/12/17	Richelle Kalnit	Draft Morrison declaration ISO DIP objection (1.2); emails re same (.2); conferences with Hershcopf, lenders and Morrison re DIP budget issues (1.3); preparation for DIP hearing (1.5)	4.20	3,360.00
04/12/17	Melissa H. Boyd	Emails re: BRG review of Wells lien docs (.1) and re: re-filing motion to extend time (.1); emails re: final proposed DIP order (.1); drafting motions to seal supplemental DIP objection declaration and shortening notice re:, and proposed orders granting motions to seal and shorten (2.3); emails re: (.2)	2.80	2,058.00
04/12/17	Robert B. Winning	Strategy meeting with C. Hershcopf re: budget and DIP litigation	0.60	501.00
04/13/17	Richelle Kalnit	Emails re budget issues/stub rent (.3); review budget to actual variance report (.3); review Province recovery scenarios (.6)	1.20	960.00
04/13/17	Melissa H. Boyd	Emails re: reasonableness of Choate March fees and coverage in budget (.2); emails re: filing supplemental DIP objection declaration (.3); emails re: stub rent negotiations (.1); emails re: DIP negotiation and continuation of hearing to 4/26 (.2); edit motions to seal and shorten notice and proposed orders per R. Kalnit (.3); review edited final DIP order (.3)	1.40	1,029.00
04/14/17	Melissa H. Boyd	Email re: DIP negotiations	0.10	73.50
04/14/17	Melissa H. Boyd	Review motion to continue DIP hearing and email re:	0.20	147.00
04/15/17	Richelle Kalnit	Review and comment on lien review memo	0.80	640.00
04/17/17	Richelle Kalnit	Review and comment on revised draft of lien review memo	0.60	480.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/17/17	Richelle Kalnit	Review continuance orders (.1); review revised budget (1.7); review Province budget scenarios (.6) and call with Morrison re same (.2); revisions to Morrison declaration (.3); further revisions to lien review memo (.7)	3.60	2,880.00
04/17/17	Melissa H. Boyd	Review BGD memo analyzing perfection of Wells prepetition liens (.6); review prepetition loan documents re: (1.8); draft and revise memo re: Wells' security interests and proper perfection of liens (2.8); review UCC provisions re: (.6); emails with R. Kalnit re: (.3); emails with W. Mosby re: (.1)	6.20	4,557.00
04/17/17	Melissa H. Boyd	Emails re: Great American meeting (.1); review and incorporate edits to lien analysis memo (.8); emails re: (.2); emails re: review of loss payee documents and additional lien review docs (.5); emails re: Electrolux inventory and Wells' interests therein (.5); review memo re: (.2)	2.30	1,690.50
04/18/17	Richelle Kalnit	Emails re lien review memo (.3); meeting re budget issues with Great American and post-meeting conversations re same (3.7); call with Boyd re lien review memo (.3)	4.30	3,440.00
04/18/17	Melissa H. Boyd	Emails re: Wells' liens and additional evidence of perfection (.3); emails re: o/c with Great American (.1); call with Great American and Province re: budget and case settlement negotiations (2.3); call with Province re: (1.2); call with R. Kalnit re: lien review and settlement negotiations with GACP (.3); review Debtors' insurance docs re: Wells' security interest (.3) and research re: (.7); edit lien analysis memo (.9); emails re: discussion of Electrolux liens in memo (.2)	6.30	4,630.50
04/18/17	Robert B. Winning	Meeting with Hershcopf re: DIP budget issues	0.60	501.00
04/19/17	Richelle Kalnit	Review revised drafts of lien review memo (.9); review and comment on final DIP order (.4); preparation for final DIP hearing (2.3)	3.60	2,880.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/19/17	Melissa H. Boyd	Editing lien review memo (1.6); emails re: (.4); review consignment and perfection law re: (.5); emails re: Debtors IP assets (.2) and extent of collateral (.2); review loan agreement re: (.2); emails re: case settlement and negotiations with lenders (.3)	3.40	2,499.00
04/19/17	Cathy Rae Hershcopf	Confer with Debtors and BRG regarding GACP meeting and obtaining use of cash to pay administrative expenses	0.60	633.00
04/20/17	Melissa H. Boyd	Emails re: Committee settlement analysis for GACP (.2) and revised DIP order (.1); review order (.2); review settlement analysis (.3); calls with Province/Cooley (.5) and GACP (.9) re: DIP/settlement negotiations; review revised settlement analysis (.2) and emails re: (.1)	2.50	1,837.50
04/20/17	Richelle Kalnit	Call with Debtor professionals re budget and case issues	0.90	720.00
04/20/17	Richelle Kalnit	Review numerous drafts of Province draft recovery scenarios (.8); multiple calls with Province and Cooley re same (1.6); call with Great American re same (.8); preparation for DIP hearing (.8)	4.80	3,840.00
04/20/17	Cathy Rae Hershcopf	Call with BRG, Debtors, Province and Cooley team regarding settlement paradigms for GACP (.9) and follow-up call with Duffy (.4) regarding same; review Province materials and comment (.8); call with Cooley, Province and GACP (.9); review revised materials with GACP comments (.6) and emails regarding same (.4); strategy with Duffy (.4)	4.40	4,642.00
04/21/17	Melissa H. Boyd	Emails re: GACP settlement negotiations	0.30	220.50
04/21/17	Cathy Rae Hershcopf	Confer with BRG regarding budget (.8); confer with Province regarding same (.6)	1.40	1,477.00
04/22/17	Cathy Rae Hershcopf	Confer with Herman regarding status of negotiations with GACP and Debtors' case at DIP hearing	0.60	633.00
04/23/17	Cathy Rae Hershcopf	Review and criticism for firm GACP regarding splitting proceeds of unencumbered assets (.9) and emails with Kalnit (.6) and Morrison (.5) regarding same	2.00	2,110.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/24/17	Melissa H. Boyd	Call with Province re: settlement negotiations (1.7); emails re: analysis of GACP offer (.3) and responses to counter-offer (.2); emails re: vendor credits and fees to evaluate GACP offer (.5); emails re: treatment of professional fees re: (.3); emails re: Committee call to discuss settlement and prepare for DIP hearing (.2); emails re: Wells' lien analysis (.2); emails re: settlement of Electrolux DIP objections (.3); review revised GACP offer and Committee settlement offer (.4); emails re: revising same (.2); review Wells reply to Electrolux objection (.2) and debtors' reply to all DIP objections (.2); emails re: (.4); emails re: amended FILO balance in settlement analyses (.2)	5.30	3,895.50
04/24/17	Richelle Kalnit	Review multiple iterations of settlement and counteroffer waterfalls (2.4); calls with Herschopf and Morrison re same (2.3); call with Brown re same (.6); preparation for DIP hearing including reviewing responses in support of DIP and objections (3.4)	8.70	6,960.00
04/24/17	Cathy Rae Herschopf	Prepare for contested DIP hearing and cross examination of WJ (3.6); review revised Budget (.9); call with Province and Cooley regarding DIP (.9); follow-up with Ventana (.4) and Brown (.4) regarding same; review Province model of accrual budget with admin expense reserves (.9); review revised counter offer (.8); review Debtors' reserves with several millions of dollars available for GUC (.4) and follow-up with Herman (.2) and Duffy (.6) and Cooley/Province team (1.6) regarding same	10.70	11,288.50
04/25/17	Melissa H. Boyd	Edit and email lien memo to Committee	0.20	147.00
04/25/17	Richelle Kalnit	Review DIP order drafts (1.0); call with DLA re revised waterfall (1.8); hearing preparation including DIP order, budgets, emails re same (7.2)	10.00	8,000.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/25/17	Cathy Rae Hershcopf	Meeting at ICE to review Budget and open DIP issues (1.4); calls with chairs re authority to settle DIP objection and process (.9); call with Ruder re budget (.4)	2.70	2,848.50
04/25/17	Robert B. Winning	Correspondence re: DIP order provisions granting standing and related rights	0.80	668.00
04/26/17	Richelle Kalnit	Participate in DIP negotiations and comment on DIP documents	8.50	6,800.00
04/26/17	Cathy Rae Hershcopf	Meeting with Debtors and Lenders to negotiate Budget and Final DIP Order (6.8); confer with Herman, Kalnit and Morrison after meeting (.7); confer with Lender's re timeline to complete same prior to April 28 for May 1 hearing	7.90	8,334.50
04/26/17	Melissa H. Boyd	Emails re: DIP negotiations and revised order (.2) and re: budget revisions (.2)	0.40	294.00
04/26/17	Melissa H. Boyd	Emails re: DIP budget revisions and settlement negotiations	0.30	220.50
04/27/17	Richelle Kalnit	Continued review and comment on DIP documents (.3); review variance report (.1); review multiple iterations of budget (.9); call with Cooley and Province re same (.5); review GOB performance summary (.3); call with Debtors and lenders re budget (1.0)	3.10	2,480.00
04/27/17	Cathy Rae Hershcopf	Review budget and DIP Order revisions (3.4); call with Province re same (.8); call with Debtors and BRG re same (.9); emails with Lenders re same (.4)	5.50	5,802.50
04/27/17	Melissa H. Boyd	Review revised budgets (.1) and emails re: (.2); calls with Province (.5) and Debtors/lenders (1.0) re: budget, DIP entry and settlement negotiations	1.80	1,323.00
04/28/17	Richelle Kalnit	Review budget drafts and emails re same (.8); review DIP amendment (.3); review DIP order (.2)	1.30	1,040.00
04/28/17	Cathy Rae Hershcopf	Numerous detailed reviews of the budget (4.6) and calls with BRG (.9) and emails with Debtors, BRG, Province and Lenders re same (1.8); emails from Reisbeck and Debtors' counsel re liability for Ds & Os (.4)	7.70	8,123.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/28/17	Melissa H. Boyd	Emails re: revised budget and negotiations	0.30	220.50
04/29/17	Cathy Rae Hershcopf	Numerous emails with Kalnit and Morrison re Budget and mechanics of DIP Order and amendment (.9) and follow up with BRG (.4) and GA CP (.3) re same; email from Reisbeck re budget and executive severance (.2) and call with BRG and Lenders re same (.9) and separate calls with Duffy re same (.9)	3.60	3,798.00
04/30/17	Richelle Kalnit	Review drafts of DIP documents and emails re same	1.80	1,440.00
04/30/17	Cathy Rae Hershcopf	Review numerous drafts of the Budget, DIP Order, amendment to loan agreement, and emails and calls with Debtors and BRG re same (6.2); meeting with Debtors, BRG and lenders to finalize DIP Order and amendment and prepare for May 1 hearing (1.3); review and revise open issues list and presentation of Debtors case for DIP hearing (.9); confer with BRG and Lenders on open issues for DIP hearing (.8); emails with objectors re resolving DIP objections (.7)	9.90	10,444.50
<b>Task Total:</b>			326.60	281,228.00

#### LITIGATION

03/13/17	Max D. Schlan	Correspond with Province re Electrolux consignment agreement (.3); review same (1.2); research re same (4.5).	6.00	4,410.00
03/14/17	Max D. Schlan	Research re Electrolux consignment (7.2); correspond with Cathy re same (.4).	7.60	5,586.00
03/15/17	Max D. Schlan	Correspond with Kalnit re Electrolux (.2); correspond with Province re same (.4); research re same (2.1); correspond with Hershcopf re same (.5); review consignment stipulation (.4).	3.60	2,646.00
03/16/17	Jay R. Indyke	Review Haier limited objection to critical vendor motion	0.10	118.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/16/17	Max D. Schlan	Correspond with Hershcopf re Electrolux (.4); telephone conference with Debtors and Wells Fargo re same (.5); review Monster UCC-1 (.4); correspond with Hershcopf re same (.2).	1.50	1,102.50
03/16/17	Cathy Rae Hershcopf	Calls and emails re Elux lapsed UCC-1 statement	0.40	422.00
03/17/17	Max D. Schlan	Draft memo re Electrolux consignment (8.3); correspond with Hershcopf re same (.3).	8.60	6,321.00
03/18/17	Max D. Schlan	Research Electrolux consignment (3.4); revise memo re same (4.5); correspond with Hershcopf re same (.2).	8.10	5,953.50
03/20/17	Melissa H. Boyd	Emails re: Electrolux adversary complaint	0.10	73.50
03/20/17	Max D. Schlan	Review Electrolux complaint (1.3); review TRO motion (1.0); office conference with Hershcopf re same (.3); research re same (2.5); revise memo re same (1.2).	6.30	4,630.50
03/20/17	Robert B. Winning	Review Electrolux complaint and meeting with Schlan re: same	0.60	501.00
03/21/17	Max D. Schlan	Telephone conference with Province re Electrolux complaint (.3); correspond with same re same (.3); correspond with Hershcopf re same (.3); revise consignment memo (1.1); research re same (.5); correspond with debtors and wells Fargo re same (.4); review documents re same (.7); correspond with Hershcopf and Bach re same (.3).	3.90	2,866.50
03/21/17	Cathy Rae Hershcopf	Confer internally re litigation support on Elux purported consignment and lapsed UCC-1	0.60	633.00
03/21/17	Cathy Rae Hershcopf	Confer with Debtors (.4) and lenders (.3) re Elux	0.70	738.50
03/22/17	Melissa H. Boyd	Emails with T. Scherer and M. Schlan re: Electrolux litigation (.3); review docket re: (.1)	0.40	294.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/22/17	Max D. Schlan	Correspond with Hershcopf re consignment (.2); office conference with Bach re same (.3); office conference with Lerner re same (.5); telephone conference with debtors and wells Fargo re same (.5); correspond with Lerner re same (.4); revise memo re same (1.8); research re same (1.5); telephone conference with Hershcopf re same (.3).	5.50	4,042.50
03/22/17	Jennifer K. Lerner	Meet with M. Schlan re Electrolux case (.5); calls with M. Schlan and C. Hershcopf re same (.9); review pleadings and TRO motion papers (1.0)	2.40	2,040.00
03/22/17	Cathy Rae Hershcopf	Confer with Cooley team re Elux litigation call they participated in (.6); review Elux memo (.9)	1.50	1,582.50
03/23/17	Cathy Rae Hershcopf	Review Electrolux complaint and exhibits (1.8); review Debtors' reply/objection to injunctive relief (.9); review draft of Committee's joinder and comment on same (.9); review additional Electrolux pleadings (1.3); finalize memo and email to Committee re same (.8)	5.70	6,013.50
03/23/17	Melissa H. Boyd	Emails re: Electrolux litigation (.3); review memo analyzing strength of Electrolux's position (.2)	0.50	367.50
03/23/17	Max D. Schlan	Telephone conference with local counsel and Lerner re Electrolux litigation (.3); telephone conference with Lerner re same (.2); revise memo (1.1.); correspond with Hershcopf re same (.2); draft correspondence to committee re same (.4).	2.20	1,617.00
03/23/17	Jennifer K. Lerner	Confer with M. Schlan re Electrolux case and opposition to TRO (.8); call with M. Schlan and local counsel re appearance and intervention (.4); review Electrolux complaint and motion (.7); research re intervention (1.2)	3.10	2,635.00
03/23/17	Robert B. Winning	Review memo re: consignment and election	0.70	584.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/24/17	Melissa H. Boyd	Review motion seeking stay relief (.2); email re: (.1); email re: Electrolux litigation (.1); review consulting agreement re: consigned goods pricing (.2); emails re: (.1)	0.70	514.50
03/24/17	Max D. Schlan	Telephone conference with debtors, Lerner, Wells Fargo re Electrolux (.5); office conference with Lerner re same (.2); correspond with Kalnit, Boyd and Herschopf re same (.3); telephone conference with local counsel re same (.2); review Electrolux reclamation demand (.2); research re same (3.2).	4.60	3,381.00
03/24/17	Jennifer K. Lerner	Research re intervention and draft papers re same (2.3); confer with M. Schlan re Electrolux TRO and strategy (.7); conference call with debtors' counsel and defendants' counsel re strategy for response to Electrolux TRO motion (.9)	3.90	3,315.00
03/25/17	Max D. Schlan	Review debtor opposition re Electrolux (1.1); correspond with Herschopf re same (.3).	1.40	1,029.00
03/26/17	Max D. Schlan	Correspond with Lerner re Debtors' opposition (.3); research re same (1.0); review revisions to same (.2); draft joinder to same (2.1); telephone conference with Herschopf re same (.2).	3.80	2,793.00
03/26/17	Jennifer K. Lerner	Review draft response to Electrolux TRO motion and email re same (.7); research re purchaser for value provision and email with M. Schlan re same (.9)	1.60	1,360.00
03/27/17	Cathy Rae Herschopf	Review Electrolux pleadings (3.7) and prepare for 3/28 hearing on injunctive relief requested by Electrolux (1.6)	5.30	5,591.50
03/27/17	Max D. Schlan	Correspond Lerner re Joinder (.3); revise same (.2); correspond with Herschopf re same (.2); revise same (.4); correspond with local re filing same (.2); review revisions to debtor opposition (.4); correspond with Lerner re same (.2); revise Joinder to match same; review GA motion to intervene (.9); attend committee call (.8).	3.60	2,646.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/27/17	Jennifer K. Lerner	Review and comment on joinder (.4); call with M.Schlan re Electrolux opposition (.3); committee call (.3); review debtors' revised draft opposition and Wells Fargo draft (.7); research re purchaser for value (.3)	2.00	1,700.00
03/28/17	Max D. Schlan	Review correspondence from Hershcopf re 3/28 hearing.	0.20	147.00
03/28/17	Jennifer K. Lerner	Court hearing re Electrolux	2.70	2,295.00
03/29/17	Melissa H. Boyd	Emails re: Electrolux settlement	0.20	147.00
03/29/17	Max D. Schlan	Review correspondence to committee (.2); correspond with Hershcopf and debtors re Electrolux litigation (.3).	0.50	367.50
03/30/17	Cathy Rae Hershcopf	Emails re UCC seal motion	0.80	844.00
03/30/17	Melissa H. Boyd	Emails re: Electrolux settlement (.1); call re: Electrolux hearing, settlement, and filings in case (.2); review Electrolux objections/responses re: rights asserted in bankruptcy case (.4); emails re: (.2)	0.90	661.50
03/30/17	Max D. Schlan	Correspond with Boyd re consignment (.4); review Tiger consulting agreement (1.3); correspond with Hershcopf re same (.2).	1.90	1,396.50
03/30/17	Robert B. Winning	Analysis of potential global settlement issues and outline portion of same	3.10	2,588.50
03/30/17	Robert B. Winning	Prepare for and participate in internal strategy call with Province	1.60	1,336.00
03/30/17	Robert B. Winning	Attention to matters re: motion to convert the case in a case under chapter 7	0.90	751.50
03/31/17	Cathy Rae Hershcopf	Review MTC (.3) and revise preliminary statement (.4); confer with Cooley team re MTC (.4)	1.10	1,160.50
03/31/17	Robert B. Winning	Draft motion to convert and related analysis of budget issues	3.60	3,006.00
03/31/17	Robert B. Winning	Calls with Hershcopf re: motion to convert	0.40	334.00
04/03/17	Max D. Schlan	Correspond with Reichardt re consignment issues (.2); research re same (3.4).	3.60	2,646.00
04/04/17	Melissa H. Boyd	Emails re: Electrolux negotiations	0.10	73.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/04/17	Max D. Schlan	Correspond with Herschopf re consignment issues.	0.20	147.00
04/04/17	Cathy Rae Herschopf	Numerous all hands emails and calls re Elux (1.1); email to Herman to try and bridge Elux settlement (.3)	1.40	1,477.00
04/05/17	Max D. Schlan	Office conference with Herschopf re consignment issues.	0.30	220.50
04/05/17	Cathy Rae Herschopf	Review Whirlpool pleadings and emails re same	0.90	949.50
04/06/17	Richelle Kalnit	Review Whirlpool complaint	0.20	160.00
04/06/17	Max D. Schlan	Correspond with Herschopf re Debtors' reply (.4); correspond with Lerner re same (.2).	0.60	441.00
04/06/17	Jennifer K. Lerner	Review Electrolux objection to sale of inventory and emails re same (.7); review emails re Electrolux request for admission of exhibits and response (.2)	0.90	765.00
04/06/17	Cathy Rae Herschopf	Calls and emails re Elux Adv. Pro.	0.90	949.50
04/07/17	Melissa H. Boyd	Emails re: Electrolux (.1) and Whirlpool (.1) adversary proceedings; review Whirlpool complaint (.2)	0.40	294.00
04/07/17	Max D. Schlan	Correspond with Kalnit re intercreditor agreement.	0.20	147.00
04/11/17	Max D. Schlan	Review Electrolux notice letters (.6); correspond with Herschopf re same (.4).	1.00	735.00
04/11/17	Jennifer K. Lerner	Review Electrolux intercreditor notices to Wells Fargo and emails re same	0.20	170.00
04/11/17	Cathy Rae Herschopf	Emails re Elux	0.90	949.50
04/12/17	Melissa H. Boyd	Emails re: Electrolux summary judgment (.1); review GACP order to intervene (.1)	0.20	147.00
04/12/17	Max D. Schlan	Telephone conference with Herschopf, Debtors, and WF re Electrolux AP.	0.80	588.00
04/12/17	Jennifer K. Lerner	Conference call with litigation counsel for debtors, Wells Fargo and GA re response to Electrolux complaint and partial summary judgment; emails re same and rejection of Electrolux agreement	1.10	935.00
04/13/17	Max D. Schlan	Review amended Electrolux complaint.	0.60	441.00



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04/13/17	Jennifer K. Lerner	Review Electrolux amended complaint	0.70	595.00
04/14/17	Max D. Schlan	Telephone conference with debtors re Electrolux AP.	0.30	220.50
04/18/17	Melissa H. Boyd	Emails re: pursuing preference actions	0.10	73.50
04/24/17	Max D. Schlan	Review debtors' answer and counterclaim.	0.60	441.00
04/24/17	Jennifer K. Lerner	Review cases re specific performance of rejected contract (.43); review debtors' draft answer and counterclaims (.7)	1.10	935.00
04/25/17	Max D. Schlan	Review WF answer and counterclaim (.45); correspond with Lerner re same (.2).	0.70	514.50
04/25/17	Jennifer K. Lerner	Review notice of rejection of Electrolux consignment agreement (.2); review Wells Fargo draft answer and counterclaims (.7)	0.90	765.00
04/26/17	Max D. Schlan	Review debtors' revised answer (.3); correspond with Hershcopf re same (.2).	0.50	367.50
04/27/17	Max D. Schlan	Review GA answer; correspond with Lerner re same.	0.70	514.50
04/27/17	Jennifer K. Lerner	Review debtors' revised answer and counterclaims and email re same (.5); review GACP draft answer (.6)	1.10	935.00
04/30/17	Cathy Rae Hershcopf	Confer with Boyd and Kalnit re D&O insurance and potential claims	0.80	844.00
<b>Task Total:</b>			136.90	110,984.50

**MEETINGS**

03/11/17	Melissa H. Boyd	Call with Debtors' counsel and representatives re: case status and introduction to case	0.90	661.50
03/13/17	Cathy Rae Hershcopf	Call with Debtors re critical vendor, GOB Phase 1 sale process, budget, etc. (.9)' call with Wells Fargo re same (.8)	1.70	1,793.50
03/14/17	Seth Van Aalten	Call with committee to discuss sale process, operational performance, critical vendor and other issues	1.60	1,416.00
03/14/17	Richelle Kalnit	Participate on committee call	1.30	1,040.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/14/17	Melissa H. Boyd	Emails re: Committee call, agenda and FA presentation re: (.3); attend call with Committee and professionals re: case status, projected recovery, business operations, and Committee position re: critical vendor program (1.3); notes summarizing issues discussed (.2)	1.80	1,323.00
03/14/17	Robert B. Winning	Prepare for and participate in Committee call	1.40	1,169.00
03/14/17	Cathy Rae Hershcopf	Committee call (.9); calls and emails with individual members after the call (.6)	1.50	1,582.50
03/14/17	Cathy Rae Hershcopf	Review Province deck for first Committee meeting (.7) and discuss same with Province (.3)	1.00	1,055.00
03/15/17	Richelle Kalnit	All hands meeting re case issues (.3); follow up re same (.2)	0.50	400.00
03/15/17	Melissa H. Boyd	Internal meeting re: case status and open items (DIP objection, response to bid procedures and Hilco/GB consulting agreement, critical vendor program)	0.40	294.00
03/15/17	Cathy Rae Hershcopf	Internal meeting assigning work going forward	0.60	633.00
03/16/17	Melissa H. Boyd	Call with Debtors' and lenders' counsel re: case settlement strategy (.7); review 341 meeting notice (.1) and email re: (.1)	0.90	661.50
03/17/17	Melissa H. Boyd	Call re: counsel to debtors, lenders, and landlords re: bid procedures and edits to proposed order (.8); call with Province re: DIP budget, projected sales, case strategy, DIP objection (.9)	1.70	1,249.50
03/20/17	Cathy Rae Hershcopf	Schedule, call with Committee to discuss DIP objection and budget negotiations (.4) and calls and emails with individual members re same (.7)	1.10	1,160.50
03/21/17	Melissa H. Boyd	Emails scheduling Committee call	0.10	73.50
03/21/17	Cathy Rae Hershcopf	Review Province deck for March 22 call	0.90	949.50
03/22/17	Richelle Kalnit	Participate on portion of committee call (.5) and confer with Winning re DIP issues (.3)	0.80	640.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/22/17	Melissa H. Boyd	Call with Committee re: business performance, sale milestones, DIP objection (.9); email summarizing contents of call for missing Committee member (.2)	1.10	808.50
03/22/17	Robert B. Winning	Call with Committee re: DIP and sale issues	0.90	751.50
03/22/17	Cathy Rae Hershcopf	Committee call	0.90	949.50
03/27/17	Richelle Kalnit	Participate on committee call	0.70	560.00
03/28/17	Melissa H. Boyd	Meetings with T. Scherer and W. Mosby re: case strategy and DIP negotiations	0.40	294.00
03/28/17	Melissa H. Boyd	Meetings with counsel to Debtors and lenders re: case strategy, asset disposition, budget negotiations, Electrolux consignment	1.60	1,176.00
03/31/17	Melissa H. Boyd	Call with Province (.8) and Cooley team (.5) re: revised budget, wind down costs, possibly converting case, exit strategy	1.30	955.50
04/07/17	Melissa H. Boyd	Review orders rescheduling 341 meeting (.1) and emails re: (.1)	0.20	147.00
04/10/17	Richelle Kalnit	Numerous emails and review for meeting (1.8); attend meeting with Debtors and lenders (2.9)	4.70	3,760.00
04/10/17	Melissa H. Boyd	Emails re: 341 meeting	0.10	73.50
04/10/17	Cathy Rae Hershcopf	Meeting with Debtors, BRG, MLB, Province, Lenders and Cooley to discuss BRG deck, budget and Committee's view of settlement	2.60	2,743.00
04/12/17	Melissa H. Boyd	Emails re: Committee call	0.10	73.50
04/13/17	Richelle Kalnit	Participate on committee call	0.90	720.00
04/13/17	Melissa H. Boyd	Call with Committee re budget negotiations, gob sales, overall case status	0.80	588.00
04/18/17	Cathy Rae Hershcopf	Prepare for (1.1) meeting with GACP and Province (2.3) to negotiate budget and settlement of DIP objections (.9)	4.30	4,536.50
04/20/17	Melissa H. Boyd	Call with Debtors and BRG re: settlement (.9); emails re: call with GACP re: settlement (.2)	1.10	808.50
04/25/17	Melissa H. Boyd	Committee call re: DIP negotiations and hearing prep.	0.60	441.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/25/17	Cathy Rae Herschopf	Committee call (.9); calls with individual members re DIP authority and same (.7)	1.60	1,688.00
04/26/17	Melissa H. Boyd	Emails re: 341 meeting	0.10	73.50
04/27/17	Melissa H. Boyd	Emails re: call with Committee	0.10	73.50
<b>Task Total:</b>			42.30	37,323.00

**PLAN AND DISCLOSURE STATEMENT**

03/13/17	Robert B. Winning	Analysis of DIP issue for M. Boyd	1.80	1,503.00
<b>Task Total:</b>			1.80	1,503.00

**TRAVEL**

03/27/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	2.60	2,743.00
03/27/17	Melissa H. Boyd	Travel to IND to attend 3/28 hearing (billed at half time)	3.30	2,425.50
03/29/17	Cathy Rae Herschopf	Non-working travel for Electrolux hearing (billed at 1/2 time)	1.40	1,477.00
03/29/17	Melissa H. Boyd	Travel to SFO from IND after attending 3/28 hearing (billed at half time)	3.30	2,425.50
04/06/17	Richelle Kalnit	Travel to Indiana for court hearing (billed at 1/2 time)	3.00	2,400.00
04/06/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	3.30	3,481.50
04/07/17	Richelle Kalnit	Travel from Indianapolis to home (billed at 1/2 time)	2.80	2,240.00
04/07/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	2.30	2,426.50
04/25/17	Richelle Kalnit	Travel to Indianapolis for DIP hearing (billed at 1/2 time)	2.30	1,840.00
04/25/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	1.80	1,899.00
04/26/17	Richelle Kalnit	Travel home from Indianapolis (billed at 1/2 time)	3.00	2,400.00
04/26/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	2.20	2,321.00
04/30/17	Cathy Rae Herschopf	Non-working travel (billed at 1/2 time)	2.40	2,532.00
<b>Task Total:</b>			33.70	30,611.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>BUSINESS ANALYSIS</b>				
03/21/17	Robert B. Winning	Analysis of post-petition contract assumption issues for C. Herscopf	0.70	584.50
04/19/17	Andrea Carin Bromfeld	Review of Wells loan documents for lien analysis	1.10	940.50
04/27/17	Andrea Carin Bromfeld	Review of Wells credit documents for purposes of lien analysis	1.70	1,453.50
<b>Task Total:</b>			3.50	2,978.50
<b>LEASES AND EXECUTORY CONTRACTS</b>				
03/14/17	Seth Van Aalten	Correspond with R. Tucker re: stub rent and April lease rejections	0.90	796.50
03/14/17	Cathy Rae Herscopf	Confer with KDW re expedited procedure to assume or reject leases/executory contracts	0.60	633.00
03/14/17	Cathy Rae Herscopf	Confer with KDW re expedited procedure to assume or reject leases/executory contracts	0.60	633.00
03/15/17	Cathy Rae Herscopf	Confer with Debtors re US Trustee and Installs	0.60	633.00
03/16/17	Melissa H. Boyd	Review proposed lease rejection/assumption motion and order (.7); call and emails re: (.2); provide comments to debtors' counsel re: (.2)	1.10	808.50
03/16/17	Robert B. Winning	Call with Boyd re: lease rejection procedure	0.30	250.50
03/16/17	Robert B. Winning	Legal research re: executory contract performance post-petition and related analysis	0.80	668.00
03/16/17	Cathy Rae Herscopf	Review motion for expedited assumption and rejection procedures (.4) and review and respond to emails re same (.4)	0.80	844.00
03/16/17	Cathy Rae Herscopf	Email re stub rent (.6) as follow up to call with S. Van Aalten and Tucker (.4)	1.00	1,055.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/17/17	Melissa H. Boyd	Emails re: edits to lease rejection/assumption procedures (.3); call re: proposed procedures (.1); review status summary of proposed bid/assumption procedures (.1) and emails re: (.1)	0.60	441.00
03/17/17	Robert B. Winning	Review certain vendor agreements in data room for C. Herschopf	0.90	751.50
03/17/17	Cathy Rae Herschopf	Confer with lenders (.4), debtors (.3) and Province (.4) re stub rent	1.10	1,160.50
03/17/17	Cathy Rae Herschopf	Confer with Debtors re proposed revisions to bid procedures per call with landlords (.4) and emails re same (.2); call with landlords (.6) re same	1.20	1,266.00
03/20/17	Cathy Rae Herschopf	Confer with JH re contracts with installers	0.40	422.00
03/21/17	Melissa H. Boyd	Call with C. Herschopf re: US Transport assumption motion (.1); review order setting deadlines re: (.1); review motion, proposed order and supporting documentation (.4); email with Debtors' counsel re: (.2); call to UST re: (.1); review Debtors' install contracts (.2); emails re: assumption motion and potential adjournment (.2)	1.30	955.50
03/21/17	Cathy Rae Herschopf	Calls and emails re landlords re stub rent proposal/pro ration	0.70	738.50
03/22/17	Melissa H. Boyd	Emails re: motion to assume US Transport contract (.2); summarize key points re: (.2); call and emails with C. Herschopf re: Committee position re: (.2); call and email with R. Moore re: (.1); calls and email with J. Hokanson re: (.2); email to Committee summarizing assumption motion and re: Committee position (.3); call with R. Winning re: (.1); emails re: case professionals re: assumption hearing and Committee position (.3)	1.60	1,176.00
03/22/17	Robert B. Winning	Analysis of rejection damage potential for several contracts	0.70	584.50
03/23/17	Seth Van Aalten	Correspond with Scherer and C. Herschopf re: US Transport contract assumption	0.40	354.00
03/23/17	Cathy Rae Herschopf	Coordinate messaging to Landlords (.9)	0.90	949.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/23/17	Melissa H. Boyd	Review entered re: US Transport assumption order (.1) and emails re: (.1)	0.20	147.00
03/24/17	Cathy Rae Herscopf	Confer with Debtors on sponsorship deals and other contracts that the Debtors do not need	0.90	949.50
03/24/17	Cathy Rae Herscopf	Emails re WARN	0.30	316.50
03/24/17	Melissa H. Boyd	Review draft motion to reject executory contracts (.2) and emails re: (.2); review objections to Hilco contract assumption (.2)	0.60	441.00
03/25/17	Melissa H. Boyd	Emails re: rejecting and marketing contracts (.2); review motion to reject re: (.1)	0.30	220.50
03/29/17	Cathy Rae Herscopf	Emails with Debtors (.6) and GGP (.2) re rejection of lease with prepetition agreement	0.80	844.00
03/29/17	Melissa H. Boyd	Emails re: rejecting contracts and reviewing to determine if there's value in marketing them (.3); call from landlord re: lease rejections and case status (.2); emails re: rejection of closing store leases (.1)	0.60	441.00
03/30/17	Melissa H. Boyd	Emails re: rejecting GGP lease (.2) and re: analyzing contracts to be rejected (.3); review objection to rejection procedures (.2)	0.70	514.50
03/30/17	Melissa H. Boyd	Emails re: contracts debtors propose to reject and potential to market same	0.30	220.50
03/31/17	Cathy Rae Herscopf	Review motion to reject certain executory contracts (.4) and emails re same (.2)	0.60	633.00
04/01/17	Melissa H. Boyd	Emails re: contracts to be rejected	0.10	73.50
04/03/17	Seth Van Aalten	Multiple correspondence with Herman and Tucker re: stub rent	0.70	619.50
04/03/17	Cathy Rae Herscopf	Calls/emails re April rent (.7); email with GGP (.2)	0.90	949.50
04/03/17	Cathy Rae Herscopf	Calls and emails with potential lease buyers	0.90	949.50
04/04/17	Jay R. Indyke	Email to Cocca on payment of April rent	0.10	118.00
04/04/17	Melissa H. Boyd	Emails re: leases to be rejected	0.10	73.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/04/17	Melissa H. Boyd	Emails re: motion to reject leases (.1); review Province analysis of proposed leases to be rejected (.2); emails re: (.6); review motion to reject store closing leases and motion to shorten notice re: (.3); email re: (.1)	1.30	955.50
04/04/17	Cathy Rae Hershcopf	Confer with Apter re sale of leases from Phase 1 GGOB (.4); respond to emails from landlords re April rent (.3) and follow up with Debtors re same (.2)	0.90	949.50
04/05/17	Melissa H. Boyd	Review omnibus lease rejection motion (.2); draft email to the Committee re: (.2); review revised exhibit of leases to be rejected (.1) and email re: (.1)	0.60	441.00
04/06/17	Melissa H. Boyd	Review motion setting lease rejection hearing (.1); emails re: landlord side letters re: GOB sales (.1)	0.20	147.00
04/07/17	Melissa H. Boyd	Review Court order approving rejection and assumption/assignment procedures (.2); emails re: (.1)	0.30	220.50
04/11/17	Cathy Rae Hershcopf	Confer with Landlords re cure objections	0.80	844.00
04/12/17	Richelle Kalnit	Emails re lease rejection issues (.3); review motion and list of leases re same (.3)	0.60	480.00
04/12/17	Melissa H. Boyd	Emails re: rejecting closing store leases (.2); review Rosetta objection to rejection motion (.2); emails re: (.2); review Synchrony contract rejection motion (.2), landlords' adequate protection motion (.2), and Electrolux motion to compel assumption/rejection (.2); emails re: (.2)	1.40	1,029.00
04/12/17	Max D. Schlan	Correspond with Hershcopf re rejection of consignment agreement (.4); correspond with debtors and WF re same (.5).	0.90	661.50
04/12/17	Cathy Rae Hershcopf	All hands call on Elux AP and strategy (1.3)	1.30	1,371.50
04/12/17	Cathy Rae Hershcopf	Attend hearing on lease procedures, etc. (.9)	0.90	949.50
04/12/17	Cathy Rae Hershcopf	Confer with Province on Budget (1.1); call with GACP re: same (.6)	1.70	1,793.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/13/17	Richelle Kalnit	Emails re stub rent issues (.2); review and comment on multiple versions of stub rent notice (.5); call re same (.3); follow up emails re same (.7)	1.70	1,360.00
04/13/17	Melissa H. Boyd	Review lease rejection notice and email re: (.2); review stub rent notice (.2) and email summarizing same (.1); email from Debtors' counsel re: stub rent settlement (.1)	0.60	441.00
04/13/17	Cathy Rae Hershcopf	Confer with BRG and lenders and Province on Budget (1.4)	1.40	1,477.00
04/13/17	Cathy Rae Hershcopf	Settle with S/MB on final fees and reduce by \$795K (.4); emails with lenders re: same (.3)	0.70	738.50
04/13/17	Cathy Rae Hershcopf	Committee call (1.1); calls emails with members afterwards (.8)	1.90	2,004.50
04/13/17	Cathy Rae Hershcopf	Stub rent calls and emails with Debtors and Lenders (.9); call with LLS re: same (.7)	1.60	1,688.00
04/13/17	Cathy Rae Hershcopf	Set up weekly calls with BRG and liquidations to monitor Phase 2 and correct in real time (.4)	0.40	422.00
04/13/17	Cathy Rae Hershcopf	Meeting with Duffy to discuss Budget and settling with GACP (.8)	0.80	844.00
04/13/17	Cathy Rae Hershcopf	Negotiate adjournment of DIP hearing for Stub rent notice (with Lenders) (1.4)	1.40	1,477.00
04/13/17	Cathy Rae Hershcopf	Calls / emails with After (.8) and follow up calls emails with bidders (.9) of leases	1.70	1,793.50
04/13/17	Cathy Rae Hershcopf	Confer with Committee (.6) and members (.6) and Landlords (.7) re: adjournment of DIP hearing in exchange for stub rent/pro rations; confer with BRG re: Budget and Elux (.7)	2.60	2,743.00
04/13/17	Cathy Rae Hershcopf	Assist Debtors in Phase 1 turnovers, new keys, etc. (1.1)	1.10	1,160.50
04/13/17	Cathy Rae Hershcopf	Emails re: PTO/vacations, Phase 1 and 2 employees and HQ & DCs (.9); Follow up on employee emails re: same (.4)	1.30	1,371.50
04/14/17	Jay R. Indyke	Review email from Kalnit to Committee re payment of stub rent	0.10	118.00
04/14/17	Melissa H. Boyd	Email re: leases being marketed	0.10	73.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/14/17	Cathy Rae Herscopf	Confer with Province re: pockets of value (.7); email with same re: GOB (.4)	1.10	1,160.50
04/14/17	Cathy Rae Herscopf	Calls and emails re: PTO/vacation (1.1)	1.10	1,160.50
04/14/17	Cathy Rae Herscopf	Review order Chairman Committee's objection (.4) and respond to emails re: same (.4)	0.80	844.00
04/16/17	Cathy Rae Herscopf	Confer with Beck regarding lease bids (.3) and follow-up with MLB (.2) and Kalnit (.2) regarding same	0.70	738.50
04/17/17	Melissa H. Boyd	Review lease rejection notices (.4) and emails re: (.2); draft email to Committee re: (.2); emails re: vacate dates where no bids received (.2)	1.00	735.00
04/17/17	Cathy Rae Herscopf	Calls and emails with potential buyers of lease (.8) and Apter (.4)	1.20	1,266.00
04/18/17	Richelle Kalnit	Review lease bids and summary of same (1.2); review GOB progress report (.2)	1.40	1,120.00
04/18/17	Melissa H. Boyd	Emails re: landlords' adequate protection motion (.1) and Rosetta cure amount (.1) and Electrolux motion to compel assumption/rejection of contract (.2)	0.40	294.00
04/18/17	Cathy Rae Herscopf	Follow-up on bids on leases	0.40	422.00
04/19/17	Richelle Kalnit	Emails re status of lease sales	0.20	160.00
04/19/17	Melissa H. Boyd	Review contract rejection notice (.1) and email re: (.1); review lease rejection notices (.3) and emails re: (.1); review rejection procedures motion for phase II GOB leases (.1) and emails re: entering order (.3); emails re: potential rejection of Electrolux contract (.2) and email to Committee summarizing motion to compel assumption/rejection (.2); emails re: response to adequate protection motion (.2) and email to Committee summarizing motion and next steps (.2); emails re: motion to reject Synchrony contract (.2) and email to Committee summarizing same (.1)	2.10	1,543.50
04/19/17	Cathy Rae Herscopf	Confer with Hilco regarding lease sales	0.70	738.50



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04/19/17	Cathy Rae Herschopf	Calls with ILS regarding sale of leases (.6); review bids (.4)	1.00	1,055.00
04/20/17	Melissa H. Boyd	Emails re: motion to assume/reject Electrolux contract (.3); review hearing notice re: Synchrony contract rejection (.1)	0.40	294.00
04/20/17	Cathy Rae Herschopf	Confer with LLs regarding opting into stub rent proposal	0.60	633.00
04/21/17	Melissa H. Boyd	Call re: Electrolux motion to compel	0.20	147.00
04/24/17	Melissa H. Boyd	Review order extending deadline to assume/reject leases (.1) and email re: (.1); emails re: rejecting Electrolux contract (.1)	0.30	220.50
04/24/17	Max D. Schlan	Review case law re rejection (.5); correspond with Herschopf re same (.6).	1.10	808.50
04/24/17	Cathy Rae Herschopf	Review and respond to emails regarding Elux motion to compel assumption of rejection	0.60	633.00
04/25/17	Max D. Schlan	Review notice to reject Electrolux consignment agreement.	0.40	294.00
04/26/17	Melissa H. Boyd	Review motions to assume/assign (.1) and reject (.1) leases; email to Committee re: (.1)	0.30	220.50
04/26/17	Melissa H. Boyd	Review orders re: Synchrony sealed docs in rejection motion	0.10	73.50
04/27/17	Cathy Rae Herschopf	Confer with Hilco re Round 2 lease procedures	0.90	949.50
<b>Task Total:</b>			<b>69.90</b>	<b>65,697.00</b>

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

03/13/17	Seth Van Aalten	Correspond with local counsel re: 3/15 hearing	0.30	265.50
03/15/17	Seth Van Aalten	Preparation for critical vendor hearing	1.40	1,239.00
03/15/17	Seth Van Aalten	Attended critical vendor hearing	0.80	708.00
03/15/17	Seth Van Aalten	Correspond with Landlords re: critical vendor hearing and stub rent	0.40	354.00
03/15/17	Seth Van Aalten	Correspond with T. Scherer re: critical vendor hearing	0.20	177.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/15/17	Melissa H. Boyd	Call re: critical vendor hearing and Committee position (.1); emails re: (.1); attend critical vendor hearing (.8)	1.00	735.00
03/15/17	Cathy Rae Herscopf	Prepare for and attend telephonic hearing where S. Van Aalten previewed stub rent and administrative solvency issues for Judge	0.90	949.50
03/22/17	Cathy Rae Herscopf	Confer with R. Kalnit re contested final DIP hearing and preparations	0.90	949.50
03/23/17	Cathy Rae Herscopf	Prepare for (1.1) and participate telephonically in hearing on Installs and bid procedures (1.6)	2.70	2,848.50
03/23/17	Melissa H. Boyd	Attend hearing re: assumption of US Transport agreement (.6), emails re: hearing (.1); review motions approving continued hearing dates (.2)	0.90	661.50
03/27/17	Melissa H. Boyd	Review agenda in preparation for 3/28 hearing (.1); emails re: attending hearing and document review beforehand (.1); emails confirming updated hearing time (.1)	0.30	220.50
03/28/17	Cathy Rae Herscopf	Prepare with Debtors and Lenders for Electrolux hearing (4.3) and attend hearing (3.2) and confer with Electrolux, Debtors and Lenders after hearing (.6); email to Committee re same (.8) and field calls and emails from Committee re same (.6); meeting with Debtors (.4) and BRG (.4) re same	10.30	10,866.50
03/28/17	Cathy Rae Herscopf	Confer with Debtors (.8), Lenders (.6) and Committee (.4) re adjourning final DIP	1.80	1,899.00
03/28/17	Melissa H. Boyd	Attend hearing re: Electrolux consignment and bid procedures (3.0); review bid procedures, objections thereto, and Electrolux pleadings in prep for hearing (.8)	3.80	2,793.00
03/29/17	Cathy Rae Herscopf	Numerous emails with Debtors and Lenders re DIP hearing scheduled for March 31	0.90	949.50
03/29/17	Cathy Rae Herscopf	Calls and emails re adjourning final DIP hearing	0.90	949.50
03/29/17	Melissa H. Boyd	Emails re: case status in advance of 3/31 hearing (.1); review Court agenda re: 3/31 hearing (.1)	0.20	147.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/30/17	Cathy Rae Hershcopf	Review revised agenda for March 31 (.2) and confer with Debtors' counsel (.2) and confer with Debtors' counsel (.2) and internally (.3) to prepare	0.70	738.50
03/30/17	Cathy Rae Hershcopf	Field calls and emails from creditors re changes in agenda and time for March 31 hearing (.9); review Electrolux pleadings (1.9) and review and respond to emails re same (.8)	3.60	3,798.00
03/30/17	Richelle Kalnit	Preparation for second day hearing	2.40	1,920.00
03/30/17	Melissa H. Boyd	Review hearing agendas (.2); emails re: (.2)	0.40	294.00
03/31/17	Jay R. Indyke	Review report from Boyd to Committee re: 3/28 hearing outcome	0.10	118.00
03/31/17	Cathy Rae Hershcopf	Participate in hearing telephonically (.8); follow up with Kalnit afterwards (.6)	1.40	1,477.00
03/31/17	Richelle Kalnit	Call in to second day hearing	0.50	400.00
03/31/17	Melissa H. Boyd	Attend hearing re: final approval of first day motions (.5); review hearing notices re: 4/7 hearings and related objection deadlines (.2)	0.70	514.50
04/05/17	Richelle Kalnit	Confer with Hershcopf re case issues (.5); obtain documents and preparation for hearing (1.6); emails re open case issues including Electrolux and Whirlpool (.3)	2.40	1,920.00
04/05/17	Melissa H. Boyd	Emails re: matters scheduled for 4/7 hearing (.2) and docket review re: (.1)	0.30	220.50
04/06/17	Richelle Kalnit	Preparation for hearing including reviewing objections	2.30	1,840.00
04/06/17	Melissa H. Boyd	Review 4/7 hearing agendas	0.20	147.00
04/06/17	Cathy Rae Hershcopf	Meet with Debtors, lenders, BRG and discuss budget, Elux and Phase 2 GOBs part time	2.40	2,532.00
04/07/17	Richelle Kalnit	Prepare for and attend hearing including pre- and post-meetings re case issues (5.8); follow up emails re hearing and open case issues (.6)	6.40	5,120.00
04/07/17	Melissa H. Boyd	Attend hearing re: phase II GOB sales and rejection/assumption procedures (2.0); review docket re: stay relief hearing (.1)	2.10	1,543.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/07/17	Cathy Rae Hershcopf	Prepare for (2.6), attend (1.8) and follow up with Committee (.4) and members (.6) after hearing to approve Phase 2 GOB sales and lease and contract assumption/rejection procedures	5.40	5,697.00
04/12/17	Richelle Kalnit	Review rejection motion (.1); appear telephonically at hearing (.3)	0.40	320.00
04/12/17	Melissa H. Boyd	Review adequate protection hearing notice (.1) and emails re: (.1); attend hearing re: sale motion and lease rejections (.3)	0.50	367.50
04/17/17	Richelle Kalnit	Telephonic participation at hearing	0.30	240.00
04/17/17	Melissa H. Boyd	Review hearing notice (.1) and agenda (.1); emails re: order to be presented at hearing (.1); review motions to continue hearings (.1); attend hearing re: interim compensation and stay motion (.2)	0.60	441.00
04/25/17	Cathy Rae Hershcopf	Prepare for contested DIP hearing and cross examination of Duffy on budget	3.90	4,114.50
04/26/17	Melissa H. Boyd	Attend hearing re: DIP and stay motion	0.30	220.50
04/27/17	Cathy Rae Hershcopf	Preparation for May 1 DIP hearing with Kalnit	1.60	1,688.00
<b>Task Total:</b>			<b>66.60</b>	<b>62,384.00</b>

**AVOIDANCE ACTIONS**

03/31/17	Cathy Rae Hershcopf	Emails with ASK (.3) and follow up with BRG (.1) re same	0.40	422.00
04/04/17	Cathy Rae Hershcopf	Confer with Steinfeld re preference analysis/recovery	0.90	949.50
04/11/17	Cathy Rae Hershcopf	Confer with Committee re need to pursue preferences	0.90	949.50
04/17/17	Cathy Rae Hershcopf	Solicit contingency bids from ASK and Acumen	0.60	633.00
04/18/17	Cathy Rae Hershcopf	Calls and emails with ASK, Acumen, Province, Debtors and BRG regarding diligence on claims	0.70	738.50
04/20/17	Cathy Rae Hershcopf	Facilitate access to data for preference analysis (.7); respond to questions from ASK (.8)	1.50	1,582.50



**330759-201**  
**HHgregg Committee**

**Invoice Number: 1756188**  
CL 01 60726

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/22/17	Cathy Rae Herschopf	Confer with potential contingency counsel	0.40	422.00
04/26/17	Cathy Rae Herschopf	Calls and emails with Acumen and ASK	0.90	949.50
04/26/17	Melissa H. Boyd	Emails re: pursuit of preference actions	0.20	147.00
04/27/17	Cathy Rae Herschopf	Call with ASK re 502(d)	0.60	633.00
04/27/17	Melissa H. Boyd	Emails re: pursuit of preferences	0.10	73.50
04/28/17	Melissa H. Boyd	Email re: pursuit of preferences	0.10	73.50
<b>Task Total:</b>			<b>7.30</b>	<b>7,573.50</b>

**Total Fees** **\$846,501.00**

**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Jay R. Indyke	Partner	1180	4.80	5,664.00
Cathy Rae Herschopf	Partner	1055	312.80	330,004.00
Seth Van Aalten	Partner	885	42.00	37,170.00
Andrea Carin Bromfeld	Special Counsel	855	2.80	2,394.00
Jennifer K. Lerner	Associate	850	21.70	18,445.00
Richelle Kalnit	Associate	800	200.60	160,480.00
Robert B. Winning	Associate	835	72.30	60,370.50
Max D. Schlan	Associate	735	87.60	64,386.00
Sarah A. Carnes	Associate	595	7.20	4,284.00
Lauren A. Reichardt	Associate	595	18.30	10,888.50
Melissa H. Boyd	Associate	735	202.60	148,911.00
Mollie N. Canby	Paralegal	240	14.60	3,504.00

**For costs and disbursements recorded through April 30, 2017 :**

Air Fare	8.00
Traveler: C. Herschopf Departure Date: N/A Itinerary: N/A	
Air Fare	356.20
Traveler: C. HERSHCOPF Departure Date: 3/28/2017 Itinerary: Indianapolis, IN-New York, NY Airline: Delta Airlines	



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**HHgregg Committee**

**Invoice Number: 1756188**  
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Air Fare	339.51
Traveler: C. HERSHCOPF Departure Date: 3/27/2017 Itinerary: New York, NY-Indianapolis, IN Airline: American Airlines	
Air Fare	339.51
Traveler: C. HERSHCOPF Departure Date: 4/7/2017 Itinerary: Indianapolis, IN-New York, NY Airline: American Airlines	
Air Fare	8.00
Traveler: R. KALNIT Departure Date: N/A Itinerary: N/A	
Air Fare	356.20
Traveler: R. KALNIT Departure Date: 4/6/2017 Itinerary: Newark, NJ-Indianapolis, IN Airline: United	
Air Fare	356.20
Traveler: C. HERSHCOPF Departure Date: 4/6/2017 Itinerary: Newark, NJ-Indianapolis, IN Airline: United	
Air Fare	339.51
Traveler: R. KALNIT Departure Date: 4/7/2017 Itinerary: Indianapolis, IN-New York, NY Airline: American Airlines	
Air Fare	4.99
Traveler: R. KALNIT - Other Fee - Indianapolis, IN - Court hearing on 04/06/2017	
Air Fare	364.98
Traveler: R. KALNIT - Court hearing - Departure Date: 04/07/2017 - Itinerary: Indianapolis, IN to New York	
Air Fare	8.00
Traveler: R. KALNIT - Other Fee - Indianapolis - New York - Court hearing on 04/07/2017	
Air Fare	45.00
Traveler: R. KALNIT Departure Date: N/A Itinerary: N/A	
Air Fare	45.00
Traveler: C. Hershcopf Departure Date: N/A Itinerary: N/A	
Air Fare	4.99
Traveler: R. KALNIT - Other Fee - Indianapolis - HHgregg, Inc. - DIP Hearing on 04/25/2017	
Filing Fees	100.00
Filing fees for pro hac vice motions. Wells Fargo Bank N.A.	
Filing Fees	100.00



**330759-201**  
**HHgregg Committee**

**Invoice Number: 1756188**  
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Filing fees for pro hac vice motions.  
Wells Fargo Bank N.A.

Filing Fees	100.00
Filing fees for pro hac vice motions.	
Wells Fargo Bank N.A.	

Filing Fees	100.00
Filing fees for pro hac vice motions.	
Wells Fargo Bank N.A.	

Filing Fees	100.00
Filing fees for pro hac vice motions.	
Wells Fargo Bank N.A.	

Hotels and Meals (Hotels)	256.23
Indianapolis, IN - Court hearing 03/27/2017-03/28/2017	
Richelle Kalnit	

Hotels and Meals (Hotels)	190.31
Indianapolis, IN - HHgregg court hearing in Indianapolis 04/06/2017-04/07/2017	
Cathy Rae Hershcopf	

Hotels and Meals (Hotels)	190.31
Indianapolis, IN - Court hearing 04/06/2017-04/07/2017	
Richelle Kalnit	

Hotels and Meals (Hotels)	285.96
Indianapolis - HHgregg DIP Hearing 04/25/2017-04/26/2017	
Richelle Kalnit	

Meals	89.08
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Reproduction of Documents	2.40
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Taxi	361.93
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Telephone	49.95
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<b>Total Costs</b>	<b>\$4,502.26</b>
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<b>Total:</b>	<b>\$851,003.26</b>
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May 16, 2017

Renee B. Weiss  
hhgregg, Inc. Official Committee of Unsecured Creditors  
c/o DDR Corp.  
3300 Enterprise Parkway  
Beachwood, OH 44122

330759-201  
HHgregg Committee

ATTORNEYS AT LAW

101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000  
FAX 415 693-2222

www.cooley.com

Taxpayer ID Number  
94-1140085

Palo Alto, CA  
San Diego, CA  
Los Angeles, CA  
Broomfield, CO  
Seattle, WA  
New York, NY  
Reston, VA  
Washington, DC  
Boston, MA  
Shanghai, P. R. China  
London, United Kingdom

Invoice Number: 1756188  
CL 01 60726

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 4/30/2017-Invoice No. 1756188:

Fees	\$	846,501.00
Chargeable costs and disbursements	\$	4,502.26
<b>Total Due on Current Invoice</b> .....	<b>\$</b>	<b>851,003.26</b>

Cooley LLP  
101 California Street, 5th floor  
San Francisco, CA 94111-5800

Tax ID# 94-1140085

Payment may be made by wire transfer or ACH:

Wells Fargo Bank - San Francisco, CA 94104  
Account # 4129155206 ABA Routing # 121000248 Swift # WFBUS6S  
When making electronic payments please provide invoice number(s)  
and send remittance advice to AR@cooley.com

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may  
accrue late charges.